

**County of Loudoun
Department of Planning**

**Supplement to
Staff Report**

MEMORANDUM

DATE: October 9, 2008
TO: Loudoun County Planning Commission
FROM: Van Armstrong, Project Manager

SUBJECT: October 15, 2008 Planning Commission Public Hearing - ZCPA 2008-0001, ZCPA 2008-0002, SPEX 2008-0028, BROADLANDS REGIONAL MEDICAL CENTER

Background

These applications were originally scheduled for a September 25, 2008 Planning Commission Public Hearing. However, due to an error in the property notification Poster information this hearing had to be rescheduled for October 15, 2008.

This memo provides an update to the original Staff Report of September 25, 2008, which is still valid and will be used for the October 15, 2008 public hearing. Referrals from agencies reviewing the traffic study, draft proffers and special exception conditions are included for reference. Staff and the applicant continue to address these comments.

In addition, staff and the applicant provide with this memo responses to Planning Commission questions on the applications from the original briefing of September 9, 2008. The applicant's responses, revised proffer statements and suggested special exception condition revisions are attached.

Planning Commission questions with staff responses:

Transportation

1. When will VDOT respond with the second referral comments?

VDOT has provided second comments (Attachment 1) as of September 18, 2008. These comments have been mostly satisfied with the exception of discussing any necessary left turn improvements required for completion of the 4-lane Route 659 road segment from Broadlands Boulevard to Brambleton. This detail would be determined during the engineered Construction Plans and Profiles review process. The applicant has submitted a response letter to be forwarded to VDOT and the County Office of Transportation and staff expects a VDOT statement that the traffic study review has been completed.

2. *Who classifies County roads?*
VDOT and the County classify the roads with arterials and collector roads identified in the Countywide Transportation Plan (CTP). Designation of an arterial road requires a Virginia State action through the CTB (Commonwealth Transportation Board).
3. *What dollar contributions exist for the Route 659 road club (TIF - Transportation Improvement Fund)?*
There are five approved projects with proffers (and one project with special exception conditions) that contribute towards Route 659 currently. The approximate value of these proffers is around \$5.75 million (actual amounts cannot be provided as the amount received would be higher than that proffered because of inflation escalators). Approximately \$1.2 million has been collected by the County from these projects based on required proffer payment triggers. See also the applicant's response.
4. *What would be a fair roadway contribution from this proposal offsetting its transportation impacts?*
Page 22 of the Staff Report describes the differences in trip generation between medical related uses and general office uses. It is difficult to state that there would be an increase in trip generation or impact with the proposed hospital use because of the difference in average daily traffic and peak hour traffic generated from the different uses. Staff acknowledges the original Broadlands road improvement proffers with the completion of Broadlands Boulevard and a segment of Route 659 being constructed as 4 lanes from the Greenway to Broadlands Boulevard. The applicant's traffic study also identified that Route 659 would operate at less than a level of service (LOS) "D", which is not consistent with County policy. Therefore, the applicant's contribution to improve Route 659 extending to Brambleton represents an appropriate contribution to offset the substandard status of Route 659.
5. *What is the dollar value that represents the proffered contribution for the Route 659 improvements after potential reimbursement from the roadway TIF?*
Question 3 above estimated that proffered contributions from other developments may be as high as \$5.75 million. The applicant has provided a response to this question in the form of an estimate for construction of Route 659 with a conclusion as to there estimated contribution value.
6. *Will the improvement to Route 659 by the applicant occur sooner than the triggers of other proffers available for the roadway?*

It is not known whether the applicant's actual completion of Route 659 would occur before all other contributions are collected based on the current residential market status.

7. What are the incomplete segments representing planned collector roadways to the Dulles South area?

A Countywide Transportation Plan map will be made available to discuss and depict the locations of incomplete segments of the major collector roadways connecting Ashburn to Dulles South. The applicant has also included a vicinity map noting completed roadways and incomplete sections (Attachment 5).

8. What are the Inova Dulles South Campus conditions of approval?

These Conditions are attached for reference (Attachment 2). The conditions of approval for this application are established based on the intensity of the proposal (113,000 square foot hospital use), which resulted in limited contributions to the local and regional road network based on the size of the initial development phase. Further expansion would require a new special exception to modify the current approval and conditions resulting in consideration of additional contributions.

9. What is the emergency access from Route 659 and does it include a median crossover?

The proposed emergency access onto Route 659 has been clarified through VDOT to provide ingress to the site from the north and south allowing for a left turn median crossover (see email in Attachment 1). Exit from this location will be considered at the site plan stage although at this time VDOT staff does not appear to support this as an exit.

10. How will citizens use the Dulles Greenway without a speed pass or credit card?

The Dulles Greenway has specific policy established following the State Code rules for State toll roads. Current credit card booths are equipped with a help button that connects to a 24 hour hotline. Also, the rules accommodate an individual in an emergency situation to continue through and pay the toll after the fact. See attachment 4.

11. How do traffic volumes compare between the Dulles Greenway and Route 7?

Route 7 averages 65,000 vehicle trips per day in the vicinity of Route 659. The Dulles Greenway at Route 659 averages 36,000 vehicle trips per day while the eastern toll plaza averages 46,000 vehicles.

12. What are the access routes for citizens from various points using collector or arterial roads?

Refer to question 7 above.

Project site layout

1. *What are the differences between the permitted by-right uses and the proposed hospital use with respect to setbacks, buffering and building height?*

Generally, the minimum setbacks and buffer requirements as well as maximum building height for by-right uses or the proposed hospital use are similar. The physical layout of the hospital uses and associated development exceeds the minimum setbacks and buffering through proffers or proposed conditions of approval. See also the applicant's response letter in Attachment 5.

2. *How has the proposal been revised to address the original County Findings for denial of the hospital project?*

The original Findings for Denial (found in Attachment 3 of the Staff Report) primarily expressed that the current allowed uses (as office or other by-right uses) were a reasonable use of the land and more compatible with the existing community. These Findings are reasonably debatable conclusions that could be supported or refuted with use of various facts and/or professional opinions. Certain aspects of the proposal have been reevaluated by staff and the applicant to offer a development package intended to address impacts generated by the development including transportation improvements. It is up to the Planning Commission and Board of Supervisors to determine if the proposed application with conditions and proffers is sufficient to offset the impacts generated.

Hospital Services

1. *What is the level or tier of hospital services proposed and ultimate expansion plans for services?*
Refer to the Applicant responses.

2. *What will the HCA partnerships with other organizations provide for the hospital services?*
Refer to the Applicant responses.

3. *How will emergencies be transported regarding helicopter service?*
Refer to the Applicant responses.

4. *How do we know that there will be no helicopter landing use established in the future?*
Refer to the Applicant responses. However, the applicant may request a helipad use through legislative application to the County.

5. *What bus services will be available for hospital staff?*

Bus service in this area may be considered in the next year as a part of the County's Transit Plan review.

6. *How many nurses will be contracted and reside in long term hotels?*
Refer to the Applicant responses.
7. *Where are the closest hotels, eateries and pharmacies (including on-site facilities)?*
Broadlands provides local eateries within the community shopping centers along with a Walgreen's pharmacy and services in the Safeway and Harris Teeter grocery stores to the east (Claiborne Parkway and Loudoun County Parkway). Closest hotels (Embassy Suites, Homewood and Aloft) are located east on Waxpool Road and at the Loudoun County Parkway and Greenway interchange.
8. *How will the Dulles Greenway accommodate hospital signage and access?*
Hospital signage must be directed to the Dulles Greenway owners and may include typical VDOT signage (such as the blue hospital symbol sign).
9. *Does the Broadlands HOA want the 3.8 acre open space site? Related issues?*
Refer to the Applicant responses.
1. *What is the fiscal return from the hospital project and how does it compare to the proffer reimbursement?*
Refer to the Applicant responses.

Fiscal Impact

1. *What is the fiscal return from the hospital project and how does it compare to the proffer reimbursement?*
Refer to the Applicant responses.

Conditions of Approval review

Referral comments have been received from Zoning and the Environmental Review Team (ERT). The special exception conditions of approval have been updated only regarding the ERT comments at this time. Further reviews will continue upon potential revisions requested by the Planning Commission and in response to the attached Zoning comments.

Recommendation

Staff supports approval of the application upon resolution of the outstanding issues listed in the staff report. Plat revisions and conditions of approval must be finalized. Staff recommends committee for further discussion.

Attachments

1. VDOT comments 9-18-08
2. Zoning comments 10-7-08
3. Environmental Review Team comments 9-24-08
4. Dulles Greenway unpaid toll rules
5. Applicant response letter 10-7-08
6. Applicant transportation response memo 10-6-08
7. Applicant SPEx conditions revised 10-7-08
8. Applicant Proffer Statements draft 10-7-08

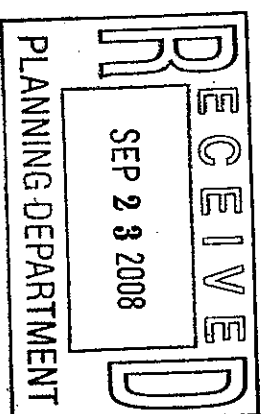


COMMONWEALTH of VIRGINIA

DAVID S. EKERN, P.E.
COMMISSIONER

DEPARTMENT OF TRANSPORTATION
14685 Avion Parkway
Chantilly, VA 20151
(703) 383-VDOT (8368)

September 18, 2008



Van Armstrong, A.I.C.P.
County of Loudoun
Department of Planning MSC#62
1 Harrison Street, S.E.
P.O. Box 7000
Leesburg, Virginia 20177-7000

Re: Broadlands Regional Medical Center
Loudoun County Application Numbers SPEX 2008-0028, ZCPA 2008-0001, and ZCPA
2008-0002

Dear Mr. Armstrong:

In accordance with the Virginia Traffic Impact Analysis Regulations, 24 VAC 30-155, the above revised application and traffic impact analysis were received by the Virginia Department of Transportation (VDOT) for review on August 13, 2008.

We have evaluated the application and related traffic impact analysis and prepared final comments on the results of our evaluation. The comments present our key findings as well as detailed comments on the future transportation improvements which will be needed to support the current and planned development in the study area.

Our comments are attached to assist the Loudoun County Planning Commission and Board of Supervisors in their decision making process regarding the application.

Please arrange to have these final comments included in the official public records, and to have both this letter and the VDOT comments placed in the official file for this application. VDOT will make these documents available to the public through various means, and may post them to the VDOT website.

ATTACHMENT 1

A1

Broadlands Regional Medical Center
September 18, 2008
Page 2

If you have any questions, please call me at (703) 383-2424.

Sincerely,

A stylized, handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke at the end.

Thomas B. VanPoole, P.E.
Senior Transportation Engineer



COMMONWEALTH of VIRGINIA

DAVID S. EKERN, P.E.
COMMISSIONER

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1 Harrison Street, S.E.
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Leesburg, Virginia 20177-7000

Re: Broadlands Regional Medical Center
Loudoun County Application Numbers SPEX 2008-0028, ZCPA 2008-0001, and ZCPA
2008-0002

Dear Mr. Armstrong:

We have reviewed the above revised application and traffic impact analysis as requested in your August 12, 2008 transmittal. Our July 11, 2008 comments have been addressed except as follows:

Traffic Impact Analysis:

1. The engineer has responded positively to most of the comments provided with the first submission.
2. Previous comment #7 questioned the use of "No. of beds" vs. "Square Footage" as the independent variable for hospital use. Results from these variables provided by the ITE *Trip Generation Handbook* are significantly different. "Square Footage" yields much higher volume than "No. of Beds," although the sample size used for either variable seems to be statistically reliable. The revised TIA satisfactorily includes analysis using both variables.
3. A major concern that still remains is the sheer left turn volume and the number of left turn lanes at certain intersections. The table below shows the LOS summary obtained from the submitted TIA for these left lanes. As the table shows, volumes at these left lanes either exceed the thresholds for dual left turn lane as recommended by VDOT's Road Design Manual and/or operate at border line LOS D/E. These movements need to be re-examined and adequate number of lanes needs to be determined.

Broadlands Regional Medical Center
September 18, 2008
Page 2

No.	Intersection Name	Movement	Volume (AM/PM)	LOS	Delay (Sec. / Veh.)	Notes
1	Belmont Ridge Rd. & Dulles Gway WB Ramps	NBL	103 / 223	E (E)	63.2 / (70.3)	LOS E is not acceptable for any movement.
		WBL	365 / 573	D / D	48.3 / 39.1	Left turn volume exceeds RDM thresholds for dual left turn lane.
3	Truro Parish Dr. & Belmont Ridge Rd.	SBL	369 / 219	D / E	53.4 / 55.3	<ul style="list-style-type: none"> Left turn volume exceeds RDM thresholds for dual left turn lane. NBL with only 2 / 3 VPH is operating at LOS D (50.7 / 49.5)
8	Broadlands Blvd. & Belmont Ridge Rd.	SBL	560 (AM)	B	19.6	Note NBT is operating at LOS E (55.8) at the expense of SBL. LOS E is not acceptable.

4. The emergency access point from Belmont Ridge Road (Intersection 2) should be limited to ingress to the site only. Egress should be via other access points along Broadlands Blvd. Exact details of the Route 659 median crossover and traffic controls to discourage egress can be addressed at site plan review.

Please revise the traffic impact analysis and resubmit. If you have any questions, please call me at (703) 383-2424.

Sincerely,



Thomas B. VanPoole, P.E.
Senior Transportation Engineer

From: "VanPoole, Thomas B., P.E." <Thomas.VanPoole@VDOT.Virginia.gov>
To: "Looney, Mark" <mlooney@cooley.com>
Date: 9/10/2008 1:18 PM
Subject: RE: BRMC - Route 659 Emergency Entrance

CC: "Van Armstrong" <Van.Armstrong@loudoun.gov>,
<asmith@loudoun.gov>, "Fagh...
Mark:

After our phone conversation I reviewed the plans once more, and I wish to clarify our position. As the plans indicate, it is the intent to allow ambulances approaching from the north to turn left across the median into the driveway serving the emergency room. The exact design of the median to allow this while discouraging non-emergency use is a detail to be worked out on the site plan. It would not be a full-fledged crossover median break.

As we discussed, the exact traffic control devices used to designate the driveway and crossover for emergency use only is another detail to be determined at site plan design. As I explained, my preference is to use the least intrusive measures that will accomplish the goal.

As our previous comments have indicated, departing vehicles, including ambulances, should normally use Bradlands Boulevard. However, if an occasional ambulance crew decides to exit via the entrance drive in an emergency, that is not a big deal unless in doing so they meet an incoming ambulance in the driveway.

From: Looney, Mark [mailto:mlooney@cooley.com]
Sent: Wednesday, September 10, 2008 10:36 AM
To: VanPoole, Thomas B., P.E.
Cc: Van Armstrong
Subject: BRMC - Route 659 Emergency Entrance

Tom:

Thanks for chatting with me this morning concerning the proposed

emergency vehicle entrance from Route 659 to the Broadlands hospital emergency department. As we discussed, we are proposing a median break along Route 659 at the emergency entrance to permit ambulances to turn left from southbound Route 659 into the medical campus to avoid having to use Broadlands Boulevard as the primary emergency entrance. As we understand it, you and VDOT believe the proposed median break is acceptable, and that we can work with you and the County during the site plan process to develop operational plans, such as proper signage, to discourage non-emergency vehicles from using the emergency entrance and the median crossover. Although we would like to retain the flexibility to have ambulances be able to depart the medical campus from that same emergency entrance, our principal objective is to secure access to the emergency department from both northbound and southbound Route 659.

I'd appreciate it if you would confirm my understanding of VDOT's willingness to permit the median break for emergency vehicles only. Thanks in advance for your help. Please let me know if you have questions or need additional information. Thanks.

Mark C. Looney

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COUNTY OF LOUDOUN
DEPARTMENT OF BUILDING AND DEVELOPMENT
ZONING ADMINISTRATION 3RD REFERRAL

DATE: October 7, 2008

TO: Van Armstrong, Project Manager
Department of Planning

FROM: Michelle M. Lohr, Planner, Zoning Administration *mmf*

CASE NUMBER AND NAME: SPEX 2008-0028 Broadlands Medical Center

TAX MAP / PARCEL NUMBERS: 78 parcel 49; MCP1: 154-19-9491

Zoning Administration has reviewed the third submittal of the above-referenced **Special Exception (SPEX)** application consisting of (1) Special Exception Conditions revised through September 4, 2008 and (2) Special Exception Plat dated March 2008, revised through 9/3/08 for conformance with the applicable requirements of the Revised 1993 Loudoun County Zoning Ordinance and has the following comments.

I. SPECIAL EXCEPTION PLAT:

Cover Sheet:

A. *Zoning Tabulation Table. Building Height.* Check wording under requirement column. Section 4-109(E) requires a height limit of an imaginary plane leaning inward from the district boundaries at an angle representing an increase in height of one foot for every one foot of horizontal distance.

B. It is recommended that a separate landscaping sheet be provided as it is difficult to determine the proposed landscaping.

II. SPECIAL EXCEPTION CONDITIONS:

A. Condition #1. 3rd line. Insert after "Special Exception Plat" the title of the plat and Sheets 1 through 7.

B. Condition #2. Beginning of the second sentence. Correct "The".

C. Condition #2. It is recommended that some flexibility regarding the number of detention ponds be included in the condition.

D. Condition #3. Include a trigger for the installation of the multi-use trail.

E. Condition #3. Who determines if the trail cannot be accommodated on the property?

F. Condition #5. Include department in Loudoun County that would confirm the operation of public bus transit service to the property. Office of Transportation Services?

G. Condition #7. It is recommended that a separate landscaping sheet be provided as it is difficult to determine the proposed landscaping.

H. Condition #8. Lines 4-6. Include in the condition that these areas are identified on the plat (separate landscaping plan sheet) as Parcels A, B and C. These areas are not very legible on the plan sheet.

I. Condition #12. Is this condition necessary as such systems are required per building code?

- J. Condition #14. This condition is difficult to read.
- K. Condition #15. Line 3. The "internal circumferential roadway" and "open space" should be identified better, perhaps through consistent references in the conditions and on the Special Exception Plat.
- L. Condition #15. Should this condition be tied just to the Medical Center use, or included as a proffer within the ZCPAs to be applicable to by-right uses as well.
- M. Condition #16. Line 2. Provide a description of the "continuous row of shrubs".
- N. Condition #16. Line 7. The landscaping should be installed prior to the first zoning permit, rather than occupancy permit.
- O. Condition #17. This condition is too long and difficult to administer.
- P. Please group together all conditions related to landscaping.
- Q. Add conditions regarding the parking that have been included in the draft proffers for ZCPA 2008-0001 and ZCPA 2008-0002.
- R. Include more detail regarding the Emergency Access Road. The language from draft proffers for ZCPA 2008-0001 and ZCPA 2008-0002 may be moved to the Special Exception conditions.

III. RECOMMENDATION

It is requested that the conditions be redrafted to incorporate the suggestions of this referral and some of the language of the draft proffers for ZCPA 2008-0001 and ZCPA 2008-0002 that are only relevant to the Special Exception application. Zoning is willing to meet with the applicant to review the issues identified in this referral and to clarify any questions raised by the applicant.

Copy: Marilee L. Seigfried, Deputy Zoning Administrator

GOVERNMENT OF LEOUDOUN
DEPARTMENT OF BUILDING AND DEVELOPMENT
ZONING ADMINISTRATION'S REFERRAL

DATE: October 7, 2008

TO: Van Armstrong, Project Manager, Department of Planning

FROM: Michelle M. Lohr, Planner, Zoning Administration *mm*

CASE NUMBER: ZCPA 2008-0001
Portion of Broadlands Section 100 and 102
Women's Hospital Indianapolis, L.P. and Northern Virginia Community
Hospital, L.L.C.

TAX MAP / PARCEL NUMBER: 778////////49/ (154-19-9491)

Zoning Administration has reviewed the third submittal of the above-referenced **Zoning Concept Plan Amendment (ZCPA)** application consisting of (1) Zoning Concept Development Plan Amendment dated March 2008, revised through 9/3/08 and (2) Proffer Statement dated April 2, 2008, revised September 4, 2008 for conformance with the applicable requirements of the Revised 1993 Loudoun County Zoning Ordinance and has the following comments.

I. PLAT COMMENTS:

A. Cover Sheet. Note #1. Verify reference to FOD and delete if not accurate. County records do not indicate that the subject parcel is within the FOD.

II. PROFFER STATEMENT: In general it is recommended that conditions related to companion SPEX 2008-0028 be removed from the proffers and included only in the Special Exception Conditions.

A. *Proffer 1.1. 2nd line.* It is recommended that the title of the Plans referenced be clarified. The plan set is entitled "Zoning Concept Plan Amendment" within which there is a "Concept Plan" on Sheets 4 and 5.

B. *Proffer 1.1. 3rd line.* It is recommended to revise the date of the plans to March 2008.

C. *Proffer 1.1. 4th line.* To correctly identify the plans, it is recommended to insert, after "2008", "entitled "Zoning Concept Plan Amendment ZCPA 2008-0001 for a Portion of Broadlands Sections 100 and 102, consisting of Sheets 1 through 5", or is it just Sheets 4 and 5 that are being proffered?

D. *Proffer 1.1.B.8th line.* It is recommended to delete "ZMOD" and replace with "Zoning Ordinance Modifications" as ZMOD is a specific application type.

E. *Proffer 1.1.B.i. 5th line.* As by-right uses are permitted, is language beginning with "provided" and continuing to the end of the sentence necessary?

- F. *Proffer I.1.B.i. lines 10-12.* It is recommended to delete "total Gross Floor Area of development for the lot on which the Medical Campus is located shall not exceed .40 FAR" and replace with "floor area ratio (FAR) shall not exceed 0.40 FAR."
- G. *Proffers I.1.B.i. 2nd line. I.1.B.D. 2nd line. I.1.E. 2nd line. V.D.49.a. 2nd line.* Why is "0028" crossed out and replaced by "0028"?
- H. *Proffer I.1.D. 2nd line.* It is recommend to state "... (ii) the Developer elects to pursue development of the Medical Campus approved under SPEX 2008-0028, then the Developer shall provide parking for the Medical Campus in accordance with the conditions of SPEX 2008-0028." It is recommended that the particulars regarding the parking in *i.* and *ii.* be moved to the Special Exception conditions.
- I. *Proffer I.1.E. 8th line.* The 3.8676 portion of the Property is not identified as Part 2 of Parcel 49 on the special exception plat. It is recommended that either the Special Exception Plat or the reference in the proffer be amended.
- J. *Proffer I.1.E. 16th line.* It is recommended that "parcel" be deleted and replaced with "portion of the Property".
- K. *Proffer I.1.F.* It is recommended that discussion of the Emergency Access Road be limited to the Special Exception Conditions and deleted from the proffers as it is not necessary if included in the Special Exception Conditions.
- L. *Proffer I.1.F. 4th line.* Check spelling of Virginia and capitalization of Department.
- M. *Proffer I.1.G.* It is recommended that this proffer be deleted and included as a condition of SPEX 2008-0028 as it is only related to the Special Exception application.
- N. *Proffer V.D.49.* It is recommended that this proffer be deleted and included as a condition of SPEX 2008-0028 as it is only related to the Special Exception application.

III. SECTION 6-1504 MODIFICATIONS

- A. **SECTION 4-306(A) Lot Coverage.** permits a maximum lot coverage of .40. The Developer requests a modification of Section 4-306(A) to permit the lot coverage for the Property to be measured based on the overall coverage of the larger, subdivided parcel of which the Property is a part, rather than the zoning district boundaries separating the PDH (PD-OP) and PD-OP zoning districts, provided the overall lot coverage for the larger, 57.734-acre parcel does not exceed a ratio of 0.40.
1. Staff does not object to this modification request as the maximum lot coverage for the lot itself will not exceed .40, thus measuring the lot coverage based on the lot boundaries is reasonable.
- B. **SECTIONS 4-109(E) Height limitations at edges of PD-H districts** states that the maximum height is based on an imaginary plane leading inward from the district boundary. **Section 4-306(B) Building Height** states that the maximum height in PD-OP is 45 feet with additional height permitted with additional setback. These modifications request to permit measurement of building height from the property line rather than from the district line.
1. Staff does not object to this modification request as it is reasonable to measure the height maximum from the lot line rather than the district line that bifurcates the

subject property.

C. **SECTION 4-110(B) Access to Public Streets.** The request is to permit secondary access to the property from Education Court, a private street serving multiple parcels in the commercial land bays 100, 102 and 104 of Broadlands and Fallen Willow Farm (ZCPA 2008-0002).

1. As the parcel proposes access from Broadlands Boulevard (public street) and access for emergency vehicles from Belmont Ridge Road (public street) in addition to the access from Education Court (private street), staff does not object to this modification request.

D. **SECTIONS 4-109(D), 4-305(B)(2) AND 5-1406(E)(2) REGARDING BUFFER ALONG ROUTE 659.** The request is to substitute the buffer proffered as part of ZCPA 1997-0004 in lieu of the Type 3 buffer required along Route 659/Belmont Ridge Road.

1. It is noted that Section 4-109(D) requires the minimum Type 3 buffer to be in permanent open space. If the modification does not address the permanent open space issue, the applicant will be required to provide the buffer in permanent open space in conjunction with subsequent site plan(s) associated with the property.
2. Staff does not object to this modification request, as the proffered buffer provides a more effective screening than the Type 3 buffer required by the ordinance.

IV. RECOMMENDATION

It is requested that the proffers be revised to address the comments outlined in this referral. Zoning staff is willing to meet with the applicant to review these issues, clarify any questions raised by the applicant, and welcomes the opportunity to review subsequent submissions.

Copy: Marilee L. Seigfried, Deputy Zoning Administrator

COUNTY OF LOUDOUN
DEPARTMENT OF BUILDING AND DEVELOPMENT
ZONING ADMINISTRATION'S REFERRAL

DATE: October 7, 2008

TO: Van Armstrong, Project Manager, Department of Planning

FROM: Michelle M. Lohr, Planner, Zoning Administration *WML*

CASE NUMBER: ZCPA 2008-0002
Fallen Willow Farms/Broadlands Regional Medical Center
Women's Hospital Indianapolis, L.P. and Northern Virginia Community
Hospital, L.L.C.

TAX MAP / PARCEL NUMBER: 78////////49/ (154-19-9491)

Zoning Administration has reviewed the third submittal of the above-referenced **Zoning Concept Plan Amendment (ZCPA)** application consisting of (1) Zoning Concept Development Plan Amendment dated March 2008, revised through 9/3/08 and (2) Proffer Statement dated April 2, 2008, revised September 4, 2008 for conformance with the applicable requirements of the Revised 1993 Loudoun County Zoning Ordinance and has the following comments.

I. CONCEPT DEVELOPMENT PLAN:

A. *Cover Sheet. List of Modifications.* Delete modification to Section 4-109(D) as Fallen Willow is not subject to PD-H requirements.

II. PROFFERS: In general it is recommended that conditions related only to companion SPEX 2008-0028 be removed from the proffers and included only in the Special Exception Conditions.

A. *Proffer I.1. 3rd line.* It is recommended that the title of the Plans referenced be clarified. The plan set is entitled "Zoning Concept Plan Amendment" within which there is a "Concept Development Plan" on Sheets 4 and 5.

B. *Proffer I.1. 4th line.* It is recommended that the date of the plans be revised to March 2008.

C. *Proffer I.1. 3rd line.* To correctly identify the plans, it is recommended to insert, after "2008", "entitled "Zoning Concept Plan Amendment ACPA 2008-0002 for Fallen Willow Farm, consisting of Sheets 1 through 5", or is it just Sheets 4 and 5 that are being proffered?

D. *Proffer I.2.A 5th line.* As by-right uses are permitted, is language beginning with "provided" and continuing to the end of the sentence necessary?

E. *Proffer I.2.A. 11th line.* It is recommended to delete "the total Gross Floor Area of development" and replace with "the total floor area ratio (FAR)".

F. *Proffer I.2.B. 5th line.* It is recommended to delete "ZMOD" and replace with "Zoning Ordinance Modifications" as ZMOD is a specific application type.

- G. *Proffer I.2.A. 2nd line; Proffer I.2.C. 2nd line; and Proffer IV.16.(b)i.a. 2nd line.* Why is "0028" crossed out and replaced by "0028"?
- H. *Proffer I.2.C. state "... (ii) the Developer elects to pursue development of the Medical Campus approved under SPEX 2008-0028, then the Developer shall provide parking for the Medical Campus in accordance with the conditions of SPEX 2008-0028."* It is recommended that the particulars regarding the parking in *i.* and *ii.* be moved to the Special Exception conditions.
- I. *Proffer I.2.D.* It is recommended that this proffer be deleted and included as a condition of SPEX 2008-0028 as it is only related to the Special Exception application.
- J. *Proffer I.3.A.* It is recommended that discussion of the Emergency Access Road be limited to the Special Exception Conditions and deleted from the proffers as it is not necessary if included in the Special Exception Conditions.
- K. *Proffer I.3.A. 4th line.* Check spelling of Virginia and capitalization of Department.
- L. *Proffer IV.16.(b)i.* It is recommended that this proffer be deleted and included as a condition of SPEX 2008-0028 as it is only related to the Special Exception application.

III. SECTION 6-1504 MODIFICATIONS:

- A. **SECTION 4-306(A) Lot Coverage.** The request is to calculate lot coverage based on the size of the lot and not the district.
 - 1. Staff does not object to this modification request as the maximum lot coverage for the lot itself will not exceed .40, thus measuring the lot coverage based on the lot boundaries is reasonable.
- B. **SECTION 4-306(B) Building Height.** The request is to permit measurement of building height from the property line rather than from the district line.
 - 1. Staff does not object to this modification request as it is reasonable to measure required setback related to height of buildings from the property line rather than from the zoning district line that bifurcates the property.
- C. **SECTIONS 4-109(D), 4-305(B)(2) and 5-1406(E)(2).** The request is to substitute the buffer proffered as part of ZMAP 1999-0009 in lieu of the Type 3 buffer required along Route 659/Belmont Ridge Road.
 - 1. A modification is not needed to Section 4-109(D) as part of ACPA 2008-0002 as Fallen Willow is not subject to PD-H requirements.
 - 2. Staff does not object to this modification as the proffered buffer provides a more effective screen than the Type 3 buffer now required by the zoning ordinance and insures that the screening provided on the property matches that approved for and used elsewhere in Broadlands, ensuring a consistent "look" throughout the community.

IV. RECOMMENDATION

It is requested that the proffers be revised to address the comments outlined in this referral. Zoning staff is willing to meet with the applicant to review these issues, clarify any questions raised by the applicant, and welcomes the opportunity to review subsequent submissions.

Copy: Marilee L. Seigfried, Deputy Zoning Administrator

A13

DEPARTMENT OF BUILDING AND DEVELOPMENT

COUNTY OF LOUDOUN

MEMORANDUM

DATE: September 24, 2008

TO: Van Armstrong, Project Manager, Department of Planning

FROM: Todd Taylor, Environmental Engineer

THROUGH: Gary Clare, Chief Engineer
William Marsh, Environmental Review Team Leader

CC: Cynthia Keegan, Community Planner
Michelle Lohr, Zoning Planner
Najib Salehi, Office of Capital Construction

SUBJECT: ZCPA-2008-0001, ZCPA-2008-0002, & SPEX-2008-0028
Broadlands Regional Medical Center / HCA
(3rd Submission)

The Environmental Review Team (ERT) has reviewed the revised application and offers the following comments.

Regarding green building practices

1. To improve energy efficiency, staff recommends a condition of approval requiring a revolving door at the main entrance of the hospital.
2. Staff recommends updating Condition 11 to state that window treatments shall also minimize penetration of ultraviolet rays for energy efficiency purposes.
3. Staff recommends updating Condition 13 to reference flat lens lighting, which is consistent with the remainder of the condition. Flat lens lighting can be a variety of lightening technologies, including light emitting diodes (LED) lighting.
4. Staff recommends removing the phrase "or similar professional" from Condition 19.
5. Staff recommends that the applicant consider the following general recommendations: 1) utilizing motion sensors to activate lighting; and 2) contacting Dominion Virginia for determining eligibility for a pilot program that may half the cost of a back up generator. The pilot programs are described at <http://www.dom.com/customer/efficiency/programs.jsp>. Additional information can

ATTACHMENT 3

A14

also be provided by contacting Najib Salehi in the Office of Capital Construction at najib.salehi@loudoun.gov or (703) 737-8442.

General comments

6. As previously requested, please provide a copy of the following wetland permits for staff to review, which are referenced in Note 26 on Sheet 1: U.S. Army Corps of Engineers Permit 97-B0546, dated April 8, 2003 and Virginia Department of Environmental Quality Individual Permit 94-1178, dated May 23, 2003. Verifying proper permit compliance is key to evaluating Policy 23 on Page 5-11 of the Revised General Plan which states that "the County will support the federal goal of no net loss to wetlands in the County."
7. Staff recommends adding the phrase "or a safety hazard" to the end of the second sentence in the second paragraph of Condition 17.
8. Correct the spelling of the word "The" at the beginning of the second sentence in Condition 2.

Please contact me if you need any additional information.

[Home](#)
[Using the Greenway](#)

Violations

[Home > Using the Greenway >](#)

[Violations and Unpaid Tolls](#)

Contact Us

Contact us via e-mail at: info@dullesgreenway.com
or call toll free
1-888-707-8870

What is a toll violation?

Toll violations occur when drivers do not pay the proper toll at the time of the transaction.

What is the fine for a toll-road violation?

Each violation is assessed a \$25.00 administrative fee in addition to the toll. For example if you did not pay one toll at Rt. 606/Exit 8, you would be required to pay a \$25.00 administrative fee plus the \$3.00 toll for a total of \$28.00.

If you fail to respond to the first notice within thirty (30) days, a second violation notice will be mailed to you with additional fines. Failure to respond to the second notice within fifteen (15) days WILL result in a summons to appear in Loudoun County General District Court.

Section 46.2-819.1-C*if the matter proceeds to court, the registered owner or operator of a vehicle shall be liable for a civil penalty as follows: for a first offense, \$50; for a second offense within one year from the first offense, \$100; for a third offense within two years from the second offense, \$250; and for a fourth and any subsequent offense within three years from the second offense, \$500 plus, in each case, the unpaid toll, all accrued administrative fees imposed by the toll facility operator, and applicable court costs if the vehicle is found, as evidenced by information obtained from the a photo-monitoring system or automatic vehicle identification system as provided in this section, to have used such a toll facility without payment of the required toll.*

How can I resolve a violation?

To pay or dispute a violation call 703-668-0033.

Is there anything I can do to avoid getting a violation notice if I didn't pay?

ATTACHMENT 4

A16

Yes. You have 48 hours from the time of the violation to contact the Dulles Greenway (703-707-8870) to pay for your missed toll or by filing out our insufficient funds form at www.dullesgreenway.com.

IMPORTANT REMINDER FOR SMART-TAG/E-ZPASS CUSTOMERS: PLEASE NOTE THAT THE AMOUNTS DUE FOR THE UNPAID TOLLS WILL NOT BE DEDUCTED FROM YOUR SMART-TAG/E-ZPASS ACCOUNT ONCE YOU REPLENISH YOUR ACCOUNT AND MUST BE PAID DIRECTLY TO THE DULLES GREENWAY. (FOR QUESTIONS REGARDING YOUR SMART-TAG/E-ZPASS ACCOUNT, ACCOUNT REPLENISHMENT OR SMART-TAG/E-ZPASS TRANSPONDER, CONTACT THE SMART-TAG/E-ZPASS CUSTOMER SERVICE CENTER AT 1-877-762-7824 OR WWW.EZPASSVA.COM.)

How can I avoid future violations?

- Make sure your prepaid toll account is up-to-date. Because SMART-TAG/E-ZPASS automatically replenishes your prepaid toll account when your account balance is low, check to see if you have sufficient funds in your credit card and that the card on file with SMART-TAG/E-ZPASS has not expired. You can update your SMART-TAG/E-ZPASS account online at WWW.EZPASSVA.COM with your account number and PIN.
- If you're not set up for automatic replenishment, make sure your payment has been received on time. If you've recently purchased a new car, make sure to add your new license plate number to your SMART-TAG/E-ZPASS account.
- Make sure your transponder is properly mounted to the windshield.
- **REMEMBER** that the amounts due for unpaid tolls will not be deducted your SMART-TAG/E-ZPASS account. Once you replenish your account and the tolls due must be paid directly to the Dulles Greenway.

Cash customers can:

- Consider opening a pre-paid **SMART-TAG/E-ZPASS** account. SMART-TAG/E-ZPASS is the non-stop, convenient way to pay tolls electronically using a windshield-mounted device that is read by overhead antennae. Apply online or call (877-762-7824.)
- You can now use your credit or debit card at the mainline toll plaza.

Mark C. Looney
(703) 456-8652
mlooney@coolley.com

October 7, 2008

Garvan "Van" Armstrong
Project Manager
Loudoun County Department of Planning
1 Harrison Street, S.E.
3rd Floor
Leesburg, VA 20177-7000

**RE: Broadlands Regional Medical Center – Responses to Planning Commission
Questions at Worksession**

Dear Van:

As a result of the delay in the Planning Commission public hearing for the Broadlands Regional Medical Center ("BRMC") zoning applications, I thought it might be beneficial to respond to several of the questions posed at the Planning Commission briefing on September 9, 2008. By proactively addressing the Commission's questions, we hope to facilitate a productive discussion of the BRMC applications at the upcoming public hearing and subsequent worksessions.

Enclosed with these letters are revised proffers and draft conditions of approval addressing items raised by County Staff subsequent to publication of the Staff Report, including clarifications of certain environmental conditions suggested by the engineering review team. I have highlighted below the questions posed by the Commission and the Applicant's response.

1. Access to the BRMC Property and Dulles Greenway Tolls. Several Commissioners questioned the various points of access to the BRMC location at the intersection of Route 659 and Broadlands Boulevard, including the availability of non-tolled facilities for those seeking to gain access to the hospital. A question also was raised as to the toll policies of the Dulles Greenway in an emergency and what happens if a Greenway patron is unable to pay the toll.

Response: Attached as Exhibit A is a map prepared by Gorove/Slade Associates highlighting the various existing and future transportation connections in eastern Loudoun County that provide access to the BRMC location. As the map demonstrates, there are numerous non-tolled facilities that provide both east/west and north/south connections from various points in the County to the BRMC Property. Chief among them are Route 659/Belmont Ridge Road, Claiborne Parkway, Sycolin Road, Waxpool Road, the Loudoun County Parkway, Broadlands Boulevard/Faulkner Parkway, etc. Collectively, these facilities help ensure that patrons of BRMC have sufficient access to the hospital from all directions and without the need to use the Dulles Greenway.

ATTACHMENT 5

Garvan "Van" Armstrong
October 7, 2008
Page Two

With respect to the Greenway's toll policies, the Applicant contacted officials of the Dulles Greenway and determined that each toll plaza contains call buttons on a readily-accessible customer information panel that a patron may use to call in an emergency or if they lack proper payment to pass through the tolls. The calls are answered in the Greenway Operations Center, which is staffed 24 hours a day. If the Greenway patron does not have money or access to a credit card and has an emergency, the Greenway operators will take the patron's phone number and agree to contact the person later and will let the vehicle pass through the gate. If it is a dire emergency, the Greenway operator will raise the bar and let them pass without further discussion. The Greenway operator noted that Virginia State Police cruisers are on the Greenway at all times to assist in emergencies, and there are numerous signs along the Greenway providing a cell phone number to the State Police in the event a patron cannot resolve the tolls directly with the Greenway Operations Center. Finally, the Applicant plans to have regular discussions with Greenway operators to assess the number of patient emergency calls that occur and to discuss additional options for ease of access.

2. By-Right v. Proposed Trip Generation. A question was raised as to the difference in trip generation between by-right development and the proposed BRMC.

Response: Listed below is a segment from the Applicant's traffic analysis submitted to Loudoun County detailing the difference in vehicle trips between by-right development and the Applicant's proposed hospital use. In short, the Applicant's development will generate fewer peak-hour trips than by-right development.

Table 6: Proposed vs. Approved Trip Generation Calculations

Land Use	ITE Code	Size Units	Weekday						Daily Total
			AM Peak Hour			PM Peak Hour			
			In	Out	Total	In	Out	Total	
Approved									
General Office	710	392 KSF	494	67	561	89	430	519	3,824
Proposed									
Hospital	610	164 Beds	61	26	87	65	114	179	2,951
Comparison (Proposed - Approved)			-438	-41	-474	-24	-326	-340	-873

3. Value of Route 659 Improvements. Several Commissioners requested information concerning the value of the Applicant's proposed improvements to Route 659 and whether the Applicant's request for reimbursement from the Route 659 Transportation Improvement Fund ("TIF") altered that value.

Response: Absent fully-engineered and designed road plans for the approximately 12,500 linear feet of Route 659 that the Applicant has agreed to construct, it is difficult to project the exact cost of completing these needed road improvements. However, historical data concerning the cost of constructing various road improvements in Loudoun County, including the ongoing improvements to Route 659 between Broadlands Boulevard and the Dulles Greenway, indicate that the cost of widening Route 659 as proffered by the Applicant could range between \$300 - \$400 per lane foot, exclusive of the cost of acquiring needed right-of-way.

Garvan "Van" Armstrong
October 7, 2008
Page Three

A four-lane, divided section of Route 659, including turn lanes, will be in excess of 50,000 lane feet once completed. Assuming a per-lane foot construction cost of \$350, the total cost of completing the Applicant's proffered widening of Route 659 would be approximately \$17,500,000.

Based on information provided by County Staff concerning proffered improvements and contributions made by other developments in the vicinity of the BRMC Property, the Applicant may be eligible for reimbursement of up to \$5.5 million to \$6 million for the cost of widening Route 659. The actual value of the potential reimbursement to the Applicant is contingent upon these other developments (a) being constructed at their maximum permitted densities, including development of the commercial portions of Broadlands at the maximum 0.40 FAR, and (b) appropriation by the County of the proffered contributions by others to the Applicant. In short, assuming these reimbursements occur, the Applicant expects that its net cost for widening Route 659 is approximately \$11 - \$15 million, exclusive of right-of-way acquisition costs. This projection is consistent with the Applicant's public statements on this matter.

4. Traffic Calming. Commissioners asked for more information concerning the traffic mitigation/calming fund to be established by the Applicant.

Response: The Applicant has proposed contributing \$200,000 to the County to be held in an escrow account and used in the event cut-through traffic materializes in the Broadlands community following the opening of the hospital. Once at least 350,000 s.f. of hospital uses have been established, the Applicant is required to complete a study of cut-through traffic in the Broadlands community. In the event that study indicates that substantial cut-through traffic has materialized, then the Applicant could apply for and use the funds escrowed with the County to install traffic calming measures, such as speed bumps/tables or similar measures approved by the County and VDOT, to mitigate the cut-through traffic issues. The actual traffic calming measures used would be determined by the County and VDOT as part of their analysis of the study. In the event the study demonstrates that little or no cut-through traffic exists, then the County would use the escrowed funds to pay for other improvements in the vicinity of the BRMC Property.

5. Status of the Helipad. The Commission questioned whether the helipad has been removed from the application and, if so, how the Applicant will address the transport of injured or ill patients without an on-site helipad.

Response: The Applicant does not propose to establish a helipad with the pending special exception application; nor does the Applicant have plans to request approval of a helipad in the future. The community hospitals located in Northern Virginia typically use a helipad to transport sick or injured patients *away* from their facility to a Level I Trauma Center or another hospital equipped to handle the most sophisticated medical issues.

With respect to BRMC, the absence of a helipad means that physicians will make quicker determinations as to the need for transport to a more sophisticated facility in order to permit appropriate ambulance travel time. In the event that an ambulance transport to another regional hospital is not possible, then the Applicant will make arrangements to transport the patient via

Garvan "Van" Armstrong

October 7, 2008

Page Four

ambulance to Leesburg Airport and be met by a transport helicopter service. BRMC is pursuing a partnership with several transport helicopter services to facilitate transports from Leesburg Airport, which is approximately 5 miles from the BRMC location via the Dulles Greenway, thereby ensuring patient safety is not compromised.

6. Hospital Services to be Provided. Commissioners requested information concerning the types of hospital services to be provided at BRMC, including any partnerships or other arrangements concerning patient care.

Response: Below is a list outlining many of the services to be offered at BRMC, including 40 beds reserved for child and adolescent mental health services. As a community hospital, BRMC will provide the services expected and required by a growing community. Indeed, Loudoun County's greatest unmet needs at this time are not highly sophisticated or specialized services provided by regional medical centers, such as those provided at Inova Fairfax Hospital. Instead, Loudoun County lacks access within its community to traditional hospital services that the vast majority of the population requires, such as OB-GYN services, treatment for pneumonia or other respiratory ailments, general surgery, etc. The fact that more than 50 percent of County residents presently leave Loudoun County for routine hospital care demonstrates that the County's principal need for hospital services is not in the most sophisticated areas, but instead in routine hospital care.

BRMC's services will include:

- Full-service emergency care with a board-certified pediatrician available on-site 24 hours a day, seven days a week;
- Medical, surgical ICU and CCU services;
- Labor, delivery and post-partum facilities with advanced pediatric services;
- Advanced cardiac care, including cardiac catheterization;
- Advanced diagnostic and interventional radiology services;
- Child and adolescent mental health services;
- Latest technology working to maximize patient care and patient safety; and
- Outpatient services.

Over the long term, however, BRMC expects, through the recruitment of additional physicians and medical professionals, to increase the availability of more specialized services in the community. A primary example of this potential is HCA Virginia's partnership with the National Children's Medical Center, which will provide direction and oversight in the design and staffing of BRMC's pediatric facilities, including an emergency room dedicated to pediatric care. As both the community's needs and BRMC grow, additional partnerships of this type can be expected.

Garvan "Van" Armstrong
October 7, 2008
Page Five

The presence of medical office buildings on the BRMC campus also will help drive the development of additional medical services to meet the needs of county residents. According to data provided by the American Medical Association, Loudoun County currently has approximately 2.07 physicians per 1,000 county residents, placing it well below the Northern Virginia regional average and resulting in a physicians-per-capita ratio of less than half that of neighboring Fairfax County at 4.25. Given that the overwhelming percentage of medical care is provided in the outpatient setting, typically in physician offices, the presence of additional physicians at the BRMC Property will help promote the expansion of services needed by county residents.

7. Transit Service. Commissioners requested information concerning the availability of bus service to the BRMC site.

Response: The Applicant has agreed to construct two bus shelters, one on-site and another along Broadlands Boulevard adjacent to the Property, to facilitate the use of transit service to/from the hospital. At this time, though, the Applicant is unaware of plans by Loudoun County to provide transit service, either inter-county or intra-county, that would directly serve the hospital. Once such transit service is established, however, BRMC will have sufficient facilities in place to promote its usage by hospital employees and visitors alike.

8. Positive Fiscal Benefits. Commissioners requested information concerning the fiscal impact of the hospital and the net benefit to Loudoun County of its construction.

Response: Attached as Exhibit B to this letter is a chart that was included in the fiscal impact analysis prepared by Robert Charles Lesser and Co. that details the net fiscal benefit of the hospital to Loudoun County. As the chart indicates, over the coming 23-year period, BRMC can be expected to generate approximately \$92 million of net fiscal benefit to the County, or approximately \$4 million per year on average. This substantial fiscal benefit to the County would help fund important community initiatives, including schools, parks and other community benefits.

9. By-Right Site Design Compared to BRMC's Design. Commissioners requested information concerning a comparison of the BRMC proposal with what could be developed by-right on the BRMC site.

Response: Attached to this letter are two exhibits (Exhibits C and D) that demonstrate the differences between by-right development of the BRMC Property and the development proposed by the Applicant. Exhibit C was prepared by consultants to the County in order to demonstrate how the Property might be developed with an office development under the existing zoning. As is readily-apparent from the drawing, by-right development of the Property does not require the establishment of the substantial buffers, tree saves and open space areas proposed by the Applicant with this application. As the County consultant's drawing indicates, parking fields may be located within 75 feet of Broadlands Boulevard, with little-to-no landscape buffers or open space between the residential uses south of Broadlands Boulevard and the parking areas. Similarly, there is no requirement to address stormwater management on-site under a by-right development scenario.

Coolley

GODWARD KRONISH
LLP

Garvan "Van" Armstrong

October 7, 2008

Page Six

By contrast, Exhibit D demonstrates how the Applicant's proposed development has been concentrated on the northwest portion of the site closest to the Dulles Greenway, ensuring appropriate and meaningful open space and tree save areas along both Broadlands Boulevard and Route 659. By incorporating parking structures in lieu of all surface parking, the Applicant has further mitigated the need to encroach on adjacent uses.

In addition to these design considerations, however, the Applicant has made substantial commitments to mitigate any impacts on adjacent properties that are well-above and beyond anything required of a by-right development. Among the mitigation efforts are:

- Use of tinted windows to reduce light and glare from inside the hospital;
- Use of energy-efficient exterior lighting directed downward and away from adjacent properties;
- Installation of supplemental landscaping, both onsite and on the opposite side of Broadlands Boulevard in order to screen and buffer the hospital use from adjacent properties;
- Reforestation of tree save and open space areas to provide additional screening and promote appropriate habitats for wildlife species; and
- Treatment of storm runoff onsite for both water quantity and water quality before it is released into the existing regional storm ponds.

In short, the Applicant's proposal represents a substantial upgrade to the County and to adjacent property owners when compared to the potential design of a by-right development, as represented by the County consultant's drawing.

10. Community Use Parcel. Several Commissioners requested information concerning the proposed use of a nearly four-acre parcel that will be made available to the Broadlands HOA for community purposes.

Response: The Applicant has been in contact with the Broadlands HOA concerning its use of the portion of the BRMC Property located between Education Court and Broadlands Boulevard. Recently, the Broadlands HOA determined that it intends to establish a Community Healing Garden within this parcel to provide a place of contemplation and reflection for both Broadlands residents and hospital visitors, as well as a venue for nature education. Similar healing gardens have been established at other hospitals in the region, such as Virginia Hospital Center in Arlington. The Applicant has agreed to contribute \$30,000 in seed money to the Broadlands HOA to facilitate the development of the Healing Garden.

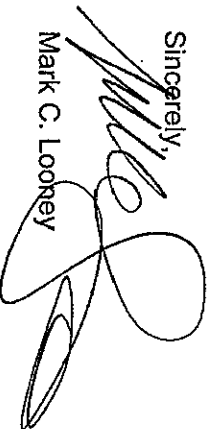
Coolley

GODWARD KRONISH
LLP

Garvan "Van" Armstrong
October 7, 2008
Page Seven

I hope this addresses the questions raised at the worksession. Please let me know if you have any questions or need additional information.

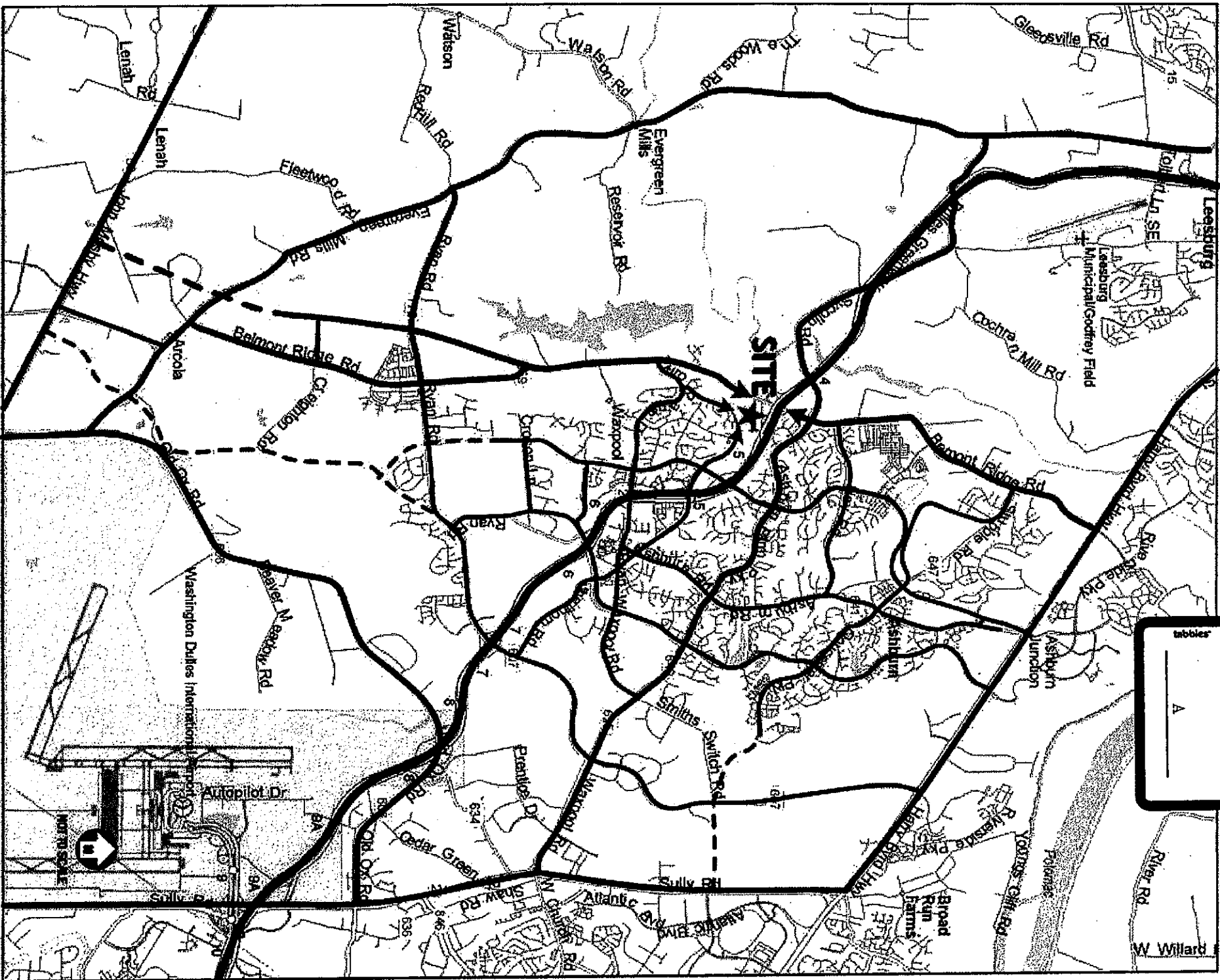
Sincerely,



Mark C. Looney

cc: Tracey White, HCA Capital Division
John Massey, CESP, Inc.
Chris Tacinelli, Gorove/Slade Associates, Inc.
Ryan G. David, PE, Urban, Ltd.
Molly M. Novotny, Cooley Godward Kronish LLP

379799 v3/RE



EXHIBIT

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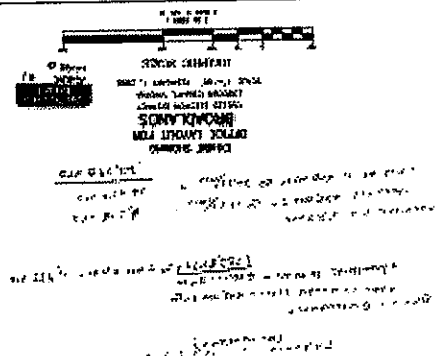
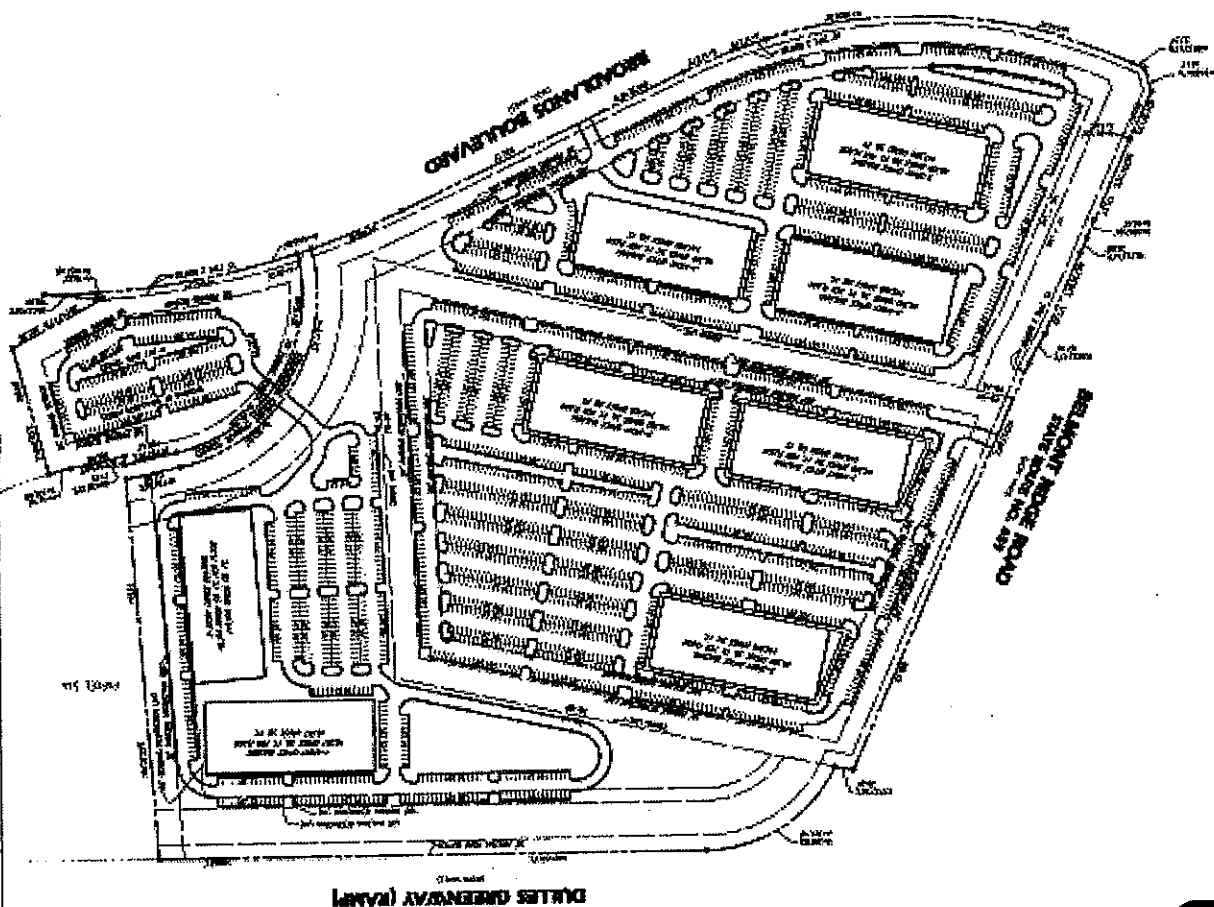
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BROADLANDS REGIONAL MEDICAL CENTER

Exhibit 4

DIRECT ANNUAL AND CUMULATIVE NET FISCAL IMPACT
 BROADLANDS REGIONAL MEDICAL CENTER; LOUDOUN COUNTY, VA
 2008 THROUGH 2030

YEAR	REVENUE	EXPENDITURES	ANNUAL	CUMULATIVE
Year 1	\$200,000	\$16,049	\$183,951	\$183,951
Year 2	\$185,953	\$16,049	\$169,905	\$353,856
Year 3	\$193,392	\$16,049	\$177,343	\$531,199
Year 4	\$6,690,580	\$632,863	\$6,057,717	\$6,588,916
Year 5	\$4,426,181	\$649,987	\$3,776,194	\$10,365,111
Year 6	\$4,141,431	\$667,623	\$3,473,808	\$13,838,919
Year 7	\$4,078,503	\$685,789	\$3,392,713	\$17,231,632
Year 8	\$4,225,869	\$704,500	\$3,521,369	\$20,753,002
Year 9	\$4,378,713	\$723,772	\$3,654,941	\$24,407,943
Year 10	\$4,537,241	\$743,623	\$3,793,618	\$28,201,561
Year 11	\$4,701,667	\$764,069	\$3,937,598	\$32,139,159
Year 12	\$4,872,213	\$785,128	\$4,087,085	\$36,226,245
Year 13	\$5,049,112	\$806,819	\$4,242,293	\$40,468,537
Year 14	\$5,232,602	\$829,161	\$4,403,441	\$44,871,979
Year 15	\$5,422,933	\$852,173	\$4,570,760	\$49,442,739
Year 16	\$5,620,364	\$875,875	\$4,744,489	\$54,187,228
Year 17	\$5,825,164	\$900,289	\$4,924,875	\$59,112,103
Year 18	\$6,037,610	\$925,435	\$5,112,175	\$64,224,279
Year 19	\$6,257,993	\$951,335	\$5,306,658	\$69,530,937
Year 20	\$6,486,614	\$978,012	\$5,508,602	\$75,039,539
Year 21	\$6,723,784	\$1,005,490	\$5,718,294	\$80,757,833
Year 22	\$6,969,827	\$1,033,792	\$5,936,036	\$86,693,868
Year 23	\$7,225,081	\$1,062,942	\$6,162,138	\$92,856,007

[illegible]**tables***

EXHIBIT

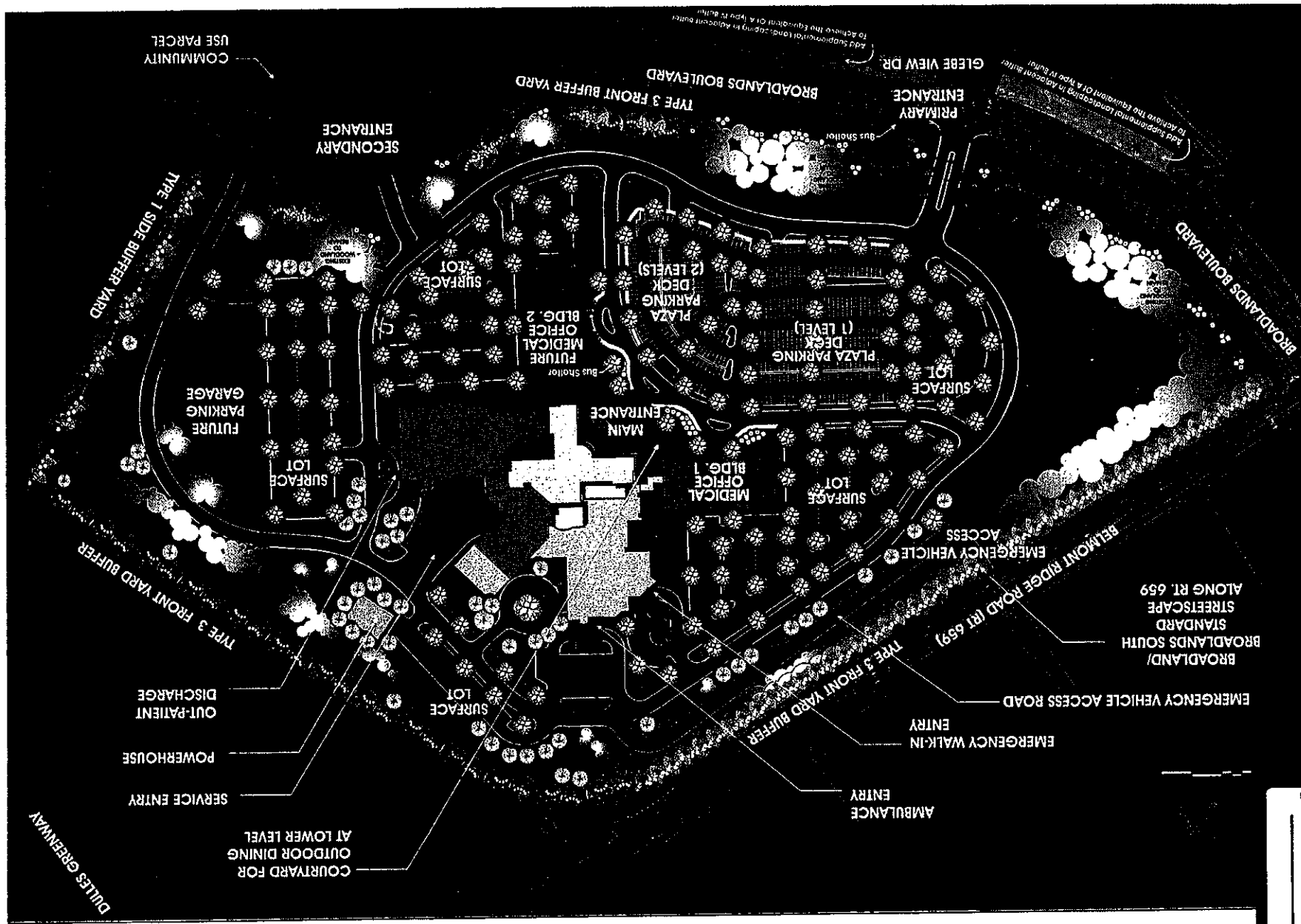
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A27

EXHIBIT

D

tabbles





GOROVE/SLADE ASSOCIATES, INC.

3914 Centreville Road / Suite 330 / Chantilly, VA 20151

Phone: 703-787-9595

Fax: 703-787-9905

MEMORANDUM

TO: Tom Van Poole
Alex Faghri
Art Smith
Virginia Department of Transportation
Virginia Department of Transportation
Loudoun County OTS

CC: John Massey
Mark Looney
Ryan David
CESP, Inc
Cooley Godward Kronish LLP
Urban Ltd.

FROM: Cheryl Sharp, P.E.
Christopher Tacinelli, P.E.

DATE: October 6, 2008

SUBJECT: Response to Comments for Broadlands Regional Medical Center
Loudoun County Application Numbers SPEX 2008-0028, ZCPA 2008-0001,
and ZCPA 2008-0002

The purpose of this memorandum is to address comments received from the Virginia Department of Transportation dated September 18, 2008 regarding the transportation aspects of the Broadlands Regional Medical Center application.

As discussed in a phone conversation with Alex Faghri of VDOT on October 1, 2008, the enclosed second submission report represents the final submittal since the comments do not impact the assumptions, analysis, or conclusions of the report. Responses to the issues highlighted by the VDOT staff are addressed in the following sections.

VDOT COMMENTS:

- 1) *The engineer has responded positively to most of the comments provided with the first submission.*

Comment noted.

- 2) *Previous comment #7 questioned the use of "No. of beds" vs. "Square Footage" as the independent variable for hospital use. Results from these variables provided by the ITE Trip Generation Handbook are significantly different. "Square Footage" yields much higher volume than "No. of Beds", although the sample size used for either variable seems to be statistically reliable. The revised TIA satisfactorily includes analysis using both variables.*

Comment noted.

3) A major concern that still remains is the sheer left turn volume and the number of left turn lanes at certain intersections. The tables below shows the LOS summary obtained from the submitted TIA for these left lanes. As the table shows, volumes at these left lanes either exceed the thresholds for dual left turn lane as recommended by VDOT's Road Design Manual and/or operate at borderline LOS D/E. These movements need to be re-examined and adequate number of lanes to be determined.

No.	Intersection Name	Movement	Volume (AM/PM)	LOS	Delay (Sec./Veh.)	Notes
1	Belmont Ridge Rd. & Dulles Gway WB Ramps	NBL	103 / 223	E (E)	63.2 / (70.3)	LOS E is not acceptable for any movement.
		WBL	365 / 573	D / D	48.3 / 39.1	Left turn volume exceeds RDM thresholds for dual left turn lane.
3	Truro Parish Dr. & Belmont Ridge Rd.	SBL	369 / 219	D / E	53.4 / 55.3	<ul style="list-style-type: none"> Left turn volume exceeds RDM thresholds for dual left turn lane. NBL with only 2 / 3 VPH is operating at LOS D (50.7 / 49.5)
8	Broadlands Blvd. & Belmont Ridge Rd.	SBL	560 (AM)	B	19.6	Note NBT is operating at LOS E (55.8) at the expense of SBL. LOS E is not acceptable.

As discussed in a phone conversation with Alex Faghri at VDOT on October 1, 2008, the analysis contained within the study is based on a LOS 'D' by approach, as per Loudoun County standards. Using these standards, the LOS criteria are met with the analysis and mitigation measures contained within the study. As all approaches at Belmont Ridge Road and the Dulles Greenway westbound ramps met the County's LOS standards, no further improvements were recommended at the intersection.

A second southbound left turn will be provided at the intersection of Broadlands Boulevard and Belmont Ridge Road. This turn lane has been accommodated and shown on the development plans for the site. As the intersection was meeting standards even before this second left turn was shown, it will definitely meet County standards after its implementation.

At the intersection of Truro Parish Drive and Belmont Ridge Road, the subject site does not contribute to either of the movements that are described in the comment. The site is contributing a significant improvement along the mainline of Belmont Ridge Road, which will more than offset any impacts due to the site.

DRAFT SPECIAL EXCEPTION CONDITIONS OF APPROVAL

September 4, October 7, 2008

1. Substantial Conformance - Development of the subject property with special exception uses for a hospital and medical care facilities (outpatient only) shall substantially conform to the special exception plat dated April 2, 2008, revised through August 6, 2008, prepared by Urban Ltd. Approval of this application does not relieve the Applicant of complying with applicable provisions of any Zoning Ordinance, Codified Ordinance, or any other requirement.

2. Stormwater management - The Applicant shall install at least two enhanced extended-detention basins or similar facilities in the eastern portion of the Property in the general location(s) shown on the special exception plat. The facilities shall be designed to control stormwater runoff from at least the one-year, 24-hour storm with a phosphorus removal efficiency of at least 50%, as designated and be selected from one of the facilities listed in Table 2-3 of the Virginia Storm Water Management Handbook, First Edition, 1999-1999, as achieving at least 50% efficiency in the removal of phosphorus. When designing the detention facility to be located in the northeast portion of the Property, the Applicant shall make reasonable efforts, but shall not be required, to retain two specimen trees (known as Trees 3 & 4) located in the general area of the proposed stormwater management facility while still meeting the stormwater management requirements of this condition. As part of its initial site plan submission for the Property, the Applicant shall document the impacts of the enhanced extended-detention basin on specimen trees 3 & 4 and whether the impacts permit the retention of such trees. If the Applicant's analysis concludes that the specimen trees can be saved, then the Applicant shall retain such trees as part of its development of the property.

3. Multi-use trail - The Applicant shall install (if not already existing) an 8-foot wide multi-use trail, either within the public right-of-way or within a public access easement of up to 14 feet, on the subject property along Broadlands Boulevard as shown on the special exception plat. In the event the trail cannot be accommodated on the subject property for such purposes and at such dimensions, then the applicant shall meet the minimum requirements for a multi-purpose trail as contained in the Facilities Standards Manual. Maintenance of the trail shall be the responsibility of the applicant or Virginia Department of Transportation (if placed within the public street right-of-way).

4. Bus shelters - The Applicant shall prepare and install (a) a bus shelter (including a base slab and a pedestrian walkway to the curb, if necessary) along the frontage of Broadlands Boulevard at a location and of a design to be determined in coordination with the Office of Transportation Services (OTS), and (b) a bus shelter on the property proximate to the main entrance door to the proposed hospital use, with the design and location of both bus shelters included as part of site plan approval for the first building constructed on the property. Actual construction and installation of the base slabs, shelters and related facilities shall be completed within 90 days following written notice from OTS that public bus service to the property is available; provided, however, that the applicant shall have thirty (30) days from the date of receipt of such notice to request in writing, that the County, at its option, accept a contribution of \$40,000 (\$20,000 for each shelter) in lieu of construction for the completion of the bus shelters by the County or its

designee. Should the County accept such contribution, then the applicant shall be relieved of the obligation to construct the bus shelters, but nevertheless shall provide all necessary temporary access and construction easements for County egress and public access easements to permit the bus service to enter the property. The amount of the bus shelter contribution in lieu of construction shall escalate annually from the base year of 2008 and change effective each January 1st thereafter, based on the Consumer Price Index (CPI).

5. **Bus transit marketing** – At such time as public bus transit service to the Property becomes operational (i.e., as a destination location for employees/patients/visitors), as evidenced by written communications from Loudoun County confirming such service, the Applicant shall make display space available within the hospital's main lobby for the distribution of transit media produced by Loudoun County or others concerning transit services available to hospital employees and visitors.

6. **Emergency vehicle access** - The vehicular entrance from the property onto Belmont Ridge Road (Route 659) as shown on the special exception plat shall be restricted for use by authorized hospital emergency vehicles only as determined by the hospital.

7. **Broadlands Boulevard landscaping** - The Applicant shall install along the frontage of Broadlands Boulevard, landscaping in accordance with Section 5-1414 of the Revised 1993 Zoning Ordinance supplementing the tree save areas as shown on the special exception plat.

8. **Broadlands Boulevard south landscaping** - The Applicant shall install supplemental landscaping, including evergreen trees or shrubs, within the area of common open space owned and maintained by the Broadlands Homeowners Association located on the south side of Broadlands Boulevard (a) between Stonewheel Way and Route 659, and (b) behind those parcels identified as Lots 50, 51, 52, 53 and 54 on the special exception plat. The type and location of such plantings shall be identified on the initial site plan approval for the proposed hospital and shall be consistent with the quantity and quality of landscaping shown on the special exception plat for such purposes. The Applicant shall not be responsible for maintenance of this supplemental landscaping. Notwithstanding the foregoing, the Applicant's requirement to provide such supplemental landscaping is contingent upon (i) approval by the association and the grant of all necessary easements required for installation within sixty (60) days following the Applicant's written request to the association and (ii) confirmation by the Applicant that no existing utility or other easements would preclude such landscaping.

9. **Soil stockpiling** - Soil waste from construction of the site shall not be stockpiled in any areas designated on the special exception plat as Tree Save Areas.

10. **Wildlife habitat certification** - The Applicant shall obtain certification from the National Wildlife Federation for designation of the Tree Conservation Areas (discussed below) as a Backyard Wildlife Habitat. Within one year of issuance of the initial occupancy permit for the hospital use, the Applicant shall have filed appropriate applications for such certifications.

11. **Window treatment** - The hospital and medical office building windows shall be tinted or treated (either internally or externally) in order to (a) reduce the amount of interior building light that may be visible from the exterior of the buildings and (b) minimize

penetration of ultraviolet rays for energy efficiency purposes. Information concerning the type of window treatment to be used shall be included on the initial building permit application for the hospital and each medical office building to demonstrate compliance with this condition.

12. **Fire detection systems** - The Applicant shall install automatic sprinkler, fire detection and alarm systems in accordance with applicable building codes for the hospital, powerhouse backup system and medical office buildings. The Applicant shall demonstrate compliance with this condition as part of applicable building permit applications.

13. **Exterior lighting** – Lighting on the subject property shall be designed and constructed as follows to preclude light trespass onto adjoining properties, glare to passersby, skyglowsky glow, and deterioration of the nighttime environment:

- a. For all lighting placed on the exterior of the hospital building, including security lighting, there shall be a maximum average illumination over the exterior of the building of five (5) foot-candles.
- b. For all exterior lighting beyond the hospital building, illumination levels shall be no greater than necessary for a light's intended purpose per the IESNA (Illuminating Engineering Society of North America) recommended maintained luminance.
- c. Energy efficient lighting that meets or exceeds the outdoor lighting energy allowance of ASHRAE 90.1-2004 or IECC-2006 shall be used where feasible for all non-emergency exterior lighting.
- d. Spillover light onto adjacent properties shall not exceed 0.25 foot candles above the background light levels measured at the property lines.

14. **Local traffic calming** - Prior to approval of the initial site plan for the hospital, the Applicant shall contribute \$200,000 to the County to be held in an interest-bearing account administered by the County and used by the Applicant to install traffic calming features to mitigate potential cut-through traffic within the Broadlands community that may result from the establishment of the hospital and related uses. Following the issuance of an occupancy permit(s) or its equivalent resulting in the establishment of special exception uses totaling more than 350,000 square feet on the property, the County may request, in writing, that the Applicant conduct a traffic analysis in a form acceptable to the County that assesses the distribution of vehicle trips to/from the property, including an analysis of vehicle trips on or over local streets in Broadlands. If the County does not request such an analysis within three (3) years following the issuance of the relevant occupancy permit, then the Applicant shall be relieved of the requirement to complete an analysis of cut-through traffic in Broadlands, and the County may apply the funds in the account toward other area roadway improvements within three (3) miles of the property. In the event the County requests an analysis of cut-through traffic and, upon review, determines that traffic calming measures are warranted, then, subject to VDOT approval, the Applicant shall use the account funds then-held by the County to prepare construction plans and install local street traffic calming features to minimize cut-through traffic in Broadlands. Should the County request the Applicant complete an analysis of cut-through traffic and later determine that no traffic-calming measures are warranted, then the County may apply the funds in the account toward other area roadway improvements within three (3) miles of the property. The amount of the traffic calming contribution shall escalate annually from the base year

of 2008 and change effective each January 1st thereafter, based on the Consumer Price Index (CPI).

15. **Open Space / reforestation** - The Applicant shall retain as open space the southwest area of the site between Route 659/Broadlands Boulevard intersection and the internal circumferential roadway as shown on the special exception plat; provided, however, that this condition shall not limit the Applicant's right to clear, grade or otherwise disturb this area as part of construction of the proposed hospital use. The Applicant also shall develop plans for and, following the completion of land disturbing activities, install new, native deciduous trees and other landscaping to reforest the open space. Details concerning the reforestation plans, including the types and densities of plantings to be used, shall be submitted to the County Urban Forester or other designated County official for approval as part of the initial site plan for the hospital use. Use or development of the open space area for purposes other than landscaped open space shall require an amendment to this Special Exception approval.

16. **Landscape hedgerow** - The Applicant has agreed to install a hedgerow of landscaping (no less than a Type 2 quantity of trees with a continuous row of shrubs) between the playground located within the Stream Valley Park east of the property and Broadlands Boulevard on property owned by the Broadlands Homeowners Association. The purpose is to provide a safety barrier between the playground and the adjacent street. The landscaping shall be installed prior to issuance of the first occupancy permit or its equivalent for the property. Notwithstanding the foregoing, the Applicant's requirement to provide such landscaping is contingent upon (i) approval by the association and the grant of all necessary easements required for installation within sixty (60) days following the Applicant's written request to the association and (ii) confirmation by the Applicant that no existing utility or other easements would preclude such landscaping.

17. **Tree conservation** - The Applicant shall establish Tree Conservation Areas in the locations shown on the special exception plat. The Applicant shall retain a professional forester or certified arborist to assist in the delineation and implementation of the Tree Conservation Areas. Details concerning the establishment of the Tree Conservation Areas and supplemental landscaping to be provided therein shall be submitted as part of the initial site plan submitted for the hospital use and approved by the County's Urban Forester or other designated County official.

Clearing within the Tree Conservation Areas shall be permitted only for the construction of utilities and storm drainage facilities, and any such clearing shall be limited to the minimum areas required for said construction. A minimum of 80 percent of the tree canopy within the Tree Conservation Areas shall be preserved; provided that the Applicant shall not be required to save stands of Virginia Pine that the Applicant's forester/arborist, in conjunction with the County's Urban Forester or other designated County official, determines to be of an age or condition making their long-term survival unlikely or that pose a safety hazard. To the extent the Applicant is able to preserve native, healthy, sustainable canopy (as certified by a professional forester or certified arborist outside the Tree Conservation Area), such preserved areas shall count toward the minimum 80 percent commitment.

Notwithstanding the foregoing, the Applicant shall be permitted to remove dead, dying or diseased trees within the Tree Conservation Areas as recommended by the Applicant's forester/arborist and approved by the County's Urban Forester in order to protect or

enhance the viability of the tree canopy within such areas. Such forest management techniques may include, without limitation, pruning and removing vines, invasive species, trees uprooted or damaged by extreme weather conditions, and trees or limbs that are diseased, insect-infested, dead, or hazardous to life or property.

If, during construction on the Property, it is determined by the Applicant's forester/arborist and/or the County's Urban Forester that any healthy tree located within the boundaries of a Tree Conservation Area has been damaged during construction and will not survive, then, prior to final bond release for the hospital use, the Applicant shall remove such damaged tree(s) and replace it with two (2) 2 ½ - 3 inch caliper native, non-invasive deciduous trees for each tree removed. The species and placement of replacement trees shall approximate that of the removed damaged tree(s), unless otherwise agreed upon by the Applicant and the County's Urban Forester.

The Applicant shall install supplemental landscaping within the Tree Conservation Areas to enhance the screening provided by the Tree Conservation Areas and improve the sustainability of the existing trees within such areas that are to remain. The Applicant's forester/arborist shall provide recommendations concerning the type, density and locations of the supplemental landscaping, and the details of such recommendations shall be submitted as part of the Applicant's site plan for the hospital use and reviewed and approved by the County's Urban Forester or other designated County official.

18.

Environmental Design/Water Efficiency – The Applicant shall design and equip all (a) public sinks and toilets and (b) patient bathroom sinks, showers and toilets in the hospital with sensors or equipment designed to control/reduce water flow. This requirement shall not apply to water fixtures or equipment located in clinical treatment areas (such as patient rooms, emergency department, surgical rooms, etc.) where temperature control or other patient safety requirements preclude their use. Details concerning the types of fixtures/equipment used shall be provided concurrent with building permit applications for the hospital.

19.

Energy Management Consultant – As part of its design of the hospital building, the Applicant shall retain the services of an energy management consultant or similar professional to assist the Applicant with identifying methods by which the Applicant may utilize energy-efficient design or resources within the hospital's infrastructure or operations. Concurrent with the Applicant's submission of the initial building permit application for the hospital, the Applicant shall submit to the Department of Building and Development a list of energy management measures the Applicant intends to incorporate or has incorporated into the hospital's designs or operational plans.

20.

Energy Efficiency. As part of its design of the hospital building, the Applicant shall incorporate a revolving entry door, entry vestibule or similar feature at the main entrance of the hospital in order to reduce the loss of heating and cooling and promote energy efficiency. Where clinically appropriate, the Applicant also shall utilize motion sensors to activate internal lights within the hospital building. Details concerning the entry feature and interior light switches to be used in the hospital building shall be provided concurrent with building permit applications for the hospital.

21.

Highway noise - As part of the initial site plan approval for the proposed hospital use, the Applicant shall engage an acoustical engineer to prepare a noise study, to be submitted to the Department of Building and Development, analyzing the noise impacts

of the adjacent Dulles Greenway and Route 659 on the interior of the hospital and to demonstrate compliance with the Revised General Plan's highway noise policies. Such study shall be completed and submitted prior to approval of the initial site plan for the hospital use. In the event such noise study reveals that highway noise impacts on the interior of the planned hospital exceed the levels recommended in the Revised General Plan, then the Applicant shall utilize building materials or other architectural treatments as part of the hospital's building design to mitigate such impacts to acceptable levels.

NOTE: Pursuant to proffers applicable to the property, the applicant agrees to provide a one-time contribution of \$0.10 per square foot to the Volunteer Fire and Rescue Companies serving the property. The contribution shall be divided equally for fire and rescue services. The \$0.10 per square foot contribution will escalate annually based on the Consumer Price Index (base year of 1988) in accordance with Board policy and contributions shall be made before issuance of zoning permits for phased development of the project.

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PROFFER STATEMENT
BROADLANDS SECTIONS 100/102
ZONING CONCEPT PLAN AMENDMENT
ZCPA 2008-0001

April 2, 2008

Revised August 6, 2008

Revised September 4, 2008

Revised October 7, 2008

This application is filed pursuant to Section 15.2-2303 of the Code of Virginia (1950), as amended, and the Loudoun County Zoning Ordinance. Women's Hospital Indianapolis, L.P., a Delaware limited partnership, is the owner (the "Owner") of Loudoun County Tax Map 78, Parcel 49 (PIN 154-19-9491), a portion of which, as shown on Exhibit B attached hereto, is subject to this Zoning Concept Plan Amendment 2008-0001 (the "Property"). The Owner, by Women's Hospital Indianapolis GP, Inc., a Delaware corporation and its General Partner, and Northern Virginia Community Hospital, L.L.C., a Virginia limited liability company and the applicant (the "Applicant") for ZCPA 2008-0001, on behalf of themselves and their successors in interest (the Owner and the Applicant hereinafter jointly referred to as the "Developer") hereby voluntarily proffer that the Property shall be developed in substantial conformance with the proffers set forth below. Exhibits referenced are attached hereto and hereby incorporated by reference.

All proffers made herein are contingent upon the approval of ZCPA 2008-0001. These proffers, if accepted, amend only those proffers referenced below and only for those portions of Broadlands subject to this ZCPA 2008-0001; the remainder of the previously approved Proffer Statement, Broadlands and Broadlands South, ZCPA 1994-0005 and ZMAP 1995-0003, dated July 20, 1995, and the approved First Amendment to Proffer Statement, Broadlands and Broadlands South, ZCPA 1997-0004, dated January 4, 1999, and the Letter of Clarification, Broadlands and Broadlands South, dated January 14, 1999, shall remain in full force and effect, except to the extent modified herein.

BROADLANDS

I. LAND USE CONCEPT PLAN

1. The Property shall be developed in substantial conformance with these proffers, the Zoning Modifications ("ZMOD") attached hereto as Exhibit A, and the Concept Development Plan prepared by Urban Ltd., dated April 2, 2008, revised through September 3, 2008, attached hereto as Exhibit B. The previously-approved Zoning Modification (Exhibit D to ZCPA 1997-0004) requiring a 50-foot buffer yard (Figure 1) adjacent to single family or agricultural-residential districts shall not apply to that portion of the Property that abuts the former Fallen Willow Farm property that comprises the balance of the acreage comprising Loudoun County Tax Map 78, Parcel 49 (PIN 154-19-9491), as the former Fallen Willow Farm property subsequently has been rezoned from residential uses to PD-OP, negating the need for a buffer along its boundary.

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A. Proposed Uses. Permitted uses for the Property shall include all permitted PD-OP uses and, upon separate approved application, all special exception PD-OP uses.

B. Integration with Fallen Willow Farm. The Property subject to this ZCPA 2008-0001 is part of a concurrent special exception application, SPEX 2008-0028, filed by the Developer to permit the establishment of a hospital and associated medical care facilities (outpatient only) on a single lot of approximately 57.7343 acres of land ("Medical Campus") that includes the Property and portions of the adjacent Fallen Willow Farm property, which also is subject to a companion Zoning Concept Plan Amendment, ZCPA 2008-0002. The Medical Campus proposed in SPEX 2008-0028 includes special exception uses that are to be developed in conjunction with by right uses under a unified plan of development, subject to the ZMODs listed in Exhibit A attached hereto. Accordingly, the Developer hereby agrees as follows:

i. In the event (i) this ZCPA 2008-0001 and companion applications ZCPA 2008-0002 and SPEX 2008-0028 are approved, and (ii) the Developer elects to pursue development of the Medical Campus under SPEX 2008-0028, then the Property shall be developed in substantial conformance with SPEX 2008-0028 (as the same may be amended from time to time); provided, however, that the Developer shall be permitted to establish additional permitted PD-OP uses and structures on the Property, in addition to those uses and structures identified on SPEX 2008-0028, without a requirement to amend this ZCPA 2008-0001 or SPEX 2008-0028. Further, the Developer shall combine the maximum permitted Gross Floor Area for the Property subject to this ZCPA 2008-0001 with the maximum permitted Gross Floor Area on the property subject to ZCPA 2008-0002, provided the total Gross Floor Area of development for the lot on which the Medical Campus is located shall not exceed 0.40 FAR.

ii. In the event (i) companion applications ZCPA 2008-0002 and SPEX 2008-0028 are not approved, or (ii) the Developer elects not to establish the Medical Campus pursuant to SPEX 2008-0028, then the Property shall be designed and developed in accordance with applicable zoning ordinance regulations and standards, subject to the attached ZMODs and these proffers.

C. Private Streets. Access to and from the Property shall be along Broadlands Boulevard and via private streets within the Broadlands commercial land bays of Sections 100 and 102. Internal private streets established on the Property shall be designed according to Facilities Standards Manual requirements and may be connected with other internal private streets serving Broadlands Sections 100/102 and the land area subject to ZMAP 1999-0009 and ZCPA 2008-0002 to provide primary and secondary access to Broadlands Boulevard from the Property. Access to Broadlands Boulevard from the Property via such internal private streets shall be constructed or bonded for construction prior to approval of the first record subdivision or site plan for the Property, whichever shall occur first.

D. Parking. In the event (i) this ZCPA 2008-0001 and companion applications ZCPA 2008-0002 and SPEX 2008-0028 are approved, and (ii) the Developer elects to pursue development of the Medical Campus approved under SPEX 2008-0028, then the Developer shall provide parking for the Medical Campus as follows:

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i. In satisfaction of the parking requirements for the hospital and first medical office building (or medical care facilities, outpatient only) labeled "Medical Office/Outpatient Medical Care Facility Bldg. Phase 1," the Developer shall include on the site plan for such buildings and construct the structured parking facility labeled "Parking Deck (2 levels)" on the south side of the hospital Main Entrance, all as shown on the special exception plat approved with SPEX 2008-0028.

ii. In satisfaction of the parking requirements for the medical office building (or medical care facilities, outpatient only) labeled "Medical Office/Outpatient Medical Care Facility Bldg. Phase 2," the Developer shall include on the site plan for such building and construct the structured parking facility labeled "Proposed Parking Structure Phase 2" to be located on the east side of the property, all as shown on the special exception plat approved with SPEX 2008-0028. The Proposed Parking Structure Phase 2 shall be constructed prior to issuance of the first occupancy permit for the Medical Office/Outpatient Medical Care Facility Bldg. Phase 2.

E. Community Uses. In the event (i) this ZCPA 2008-0001 and companion applications ZCPA 2008-0002 and SPEX 2008-0028 are approved, and (ii) the Developer elects to pursue development of the Medical Campus approved under SPEX 2008-0028, then, concurrent with the initial site plan approval for the proposed hospital use, the Developer shall execute an easement agreement or equivalent restriction benefiting the Broadlands Homeowner Association and providing that no structures or buildings that may be considered "gross floor area" (as defined in the Revised 1993 Zoning Ordinance) shall be constructed on the approximately 3.8676 acre portion of the Property, identified as Part 2 of Parcel 49 on the special exception plat approved as part of SPEX 2008-0028 and located north of Broadlands Boulevard and east of the existing private roadway. As part of the easement agreement described in this Proffer I.E., the Broadlands Homeowners Association shall be provided the option to establish on such parcel, subject to the Developer's review and approval, reasonable community-oriented uses (such as a park or similar active or passive recreation facilities) and/or to install supplemental landscaping; provided, however, that such easement agreement also shall provide that (a) the Developer shall retain the right to use the gross floor area available to the 3.8676 acre parcel as part of the proposed Medical Campus to be constructed on the balance of the Property, and (b) the Developer may require, as a condition to establishing any community-oriented uses on the parcel, that the Broadlands Homeowners Association insure or indemnify the Developer and/or the owner of the Property for the use of the parcel by Broadlands residents. The Developer shall, prior to the approval of the first site plan for the Property, contribute to the Broadlands Homeowners Association (or, at the request of the Broadlands Homeowner Association, provide services equivalent to) \$30,000.00 toward such community use or landscaping. The amount of the contribution to the Broadlands Homeowners Association shall escalate annually from the base year of 2008 and change effective each January 1st thereafter, based on the Consumer Price Index (CPI).

F. Emergency Access Road. Subject to approval of companion applications ZCPA 2008-0002 and SPEX 2008-0028, and in the event the Developer elects to establish the Medical Campus pursuant to SPEX 2008-0028, the Developer shall construct, if approved by the ~~Virginia~~ Virginia Department of Transportation ("VDOT"), a private vehicular connection from the Property onto Virginia State Route 659/Belmont Ridge Road ("Route 659") generally in the

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location shown on the Concept Development Plan ("Emergency Access Road"). The exact location and dimension of the Emergency Access Road shall be in substantial conformance with SPEX 2008-0028, and its use shall be restricted to emergency vehicles only and only for the primary purpose of ingress and/or egress to and from the emergency department and related facilities of any hospital or similar emergency care facility, whether inpatient or outpatient, constructed as part of the Medical Campus. As part of site plan approval for the Emergency Access Road, the Developer shall grant and convey to the County, at no cost to the County, ingress/egress easements to permit emergency vehicles to access the Property for the purposes set forth herein. In the event the Developer elects not to develop the Medical Campus pursuant to SPEX 2008-0028, then the Emergency Access Road shall not be established. Once the Medical Campus and the Emergency Access Road have been established pursuant to SPEX 2008-0028 and this proffer, should the Developer (or its successors) later fail to maintain an emergency department or related facilities on the Property for a period exceeding two (2) continuous years, then use of the Emergency Access Road shall be discontinued and shall only be re-established upon appropriate amendment to this proffer.

G. Affordable Housing Trust Fund. Subject to approval of companion applications ZCPA 2008-0002 and SPEX 2008-0028, and in the event the Developer elects to establish the Medical Campus pursuant to SPEX 2008-0028, then, at the time of issuance of the first zoning permit for development of the Property with a hospital use, the Developer shall contribute \$100,000 to the County's affordable housing trust fund to be used for purposes consistent with the mission of the fund.

V. TRANSPORTATION

D. Transportation Improvement Fund

49. Construction of Improvements to Route 659.

a. In accordance with Section V.A. herein, in the event (i) this ZCPA 2008-0001 and companion applications ZCPA 2008-0002 and SPEX 2008-0028 are approved, and (ii) the Developer elects to pursue development of the Medical Campus under SPEX 2008-0028, then the Developer shall construct, in accordance with VDOT standards, one-half of a four-lane, divided section of southbound Route 659 south of the Property between Broadlands Boulevard and the location at the northern end of the Brambleton development at which Route 659 is relocated through (and constructed by) the Brambleton community (also known as Northstar Boulevard), including, if warranted and approved by VDOT, a traffic signal with four-sided pedestrian countdown signals at the intersection of Truro Parish Drive and Route 659. A similar proffer under which the Developer is to construct one-half of a four-lane divided section of northbound Route 659 from the beginning point of Route 659 relocated (Northstar Boulevard) to the intersection of Route 659 with Broadlands Boulevard is included in the proffers for ZCPA 2008-0002. The intent of the Developer, subject to approval of this ZCPA 2008-0001 and ZCPA 2008-0002, is to ~~complete~~construct a four-lane, divided section of Route 659 between Broadlands Boulevard and the beginning of Route 659 relocated (Northstar Boulevard) south of the Property. The improvements to Route 659 shall be constructed prior to the issuance of the first occupancy permit or its equivalent for the first building constructed on the Property. The Developer estimates the cost of ~~complete~~constructing these improvements (northbound and

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southbound) is approximately ~~\$421~~1 million - \$15 million. The Developer shall be reimbursed from the Route 659 Transportation Improvement Fund for all costs associated with constructing the improvements to Route 659 set forth in this proffer to the extent such funds currently exist in the Route 659 Transportation Improvement Fund or that may be deposited into the fund in the future by the County and/or other developments. Further, the Developer may request reimbursement of the cost to ~~complete~~construct the improvements to Route 659 set forth in this proffer from funds proffered, or that may be proffered in the future, by other developments for these improvements or to improvements to Route 659 generally.

b. In the event (i) companion applications ZCPA 2008-0002 and SPEX 2008-0028 are not approved, or (ii) the Developer elects not to establish the Medical Campus pursuant to SPEX 2008-0028, then the Developer or its successors or assigns shall contribute to the Route 659 Transportation Improvement Fund the amount of \$0.55 for each square foot of permitted space in all office and commercial development at such time as zoning permits are issued for each building of the office or commercial development.

These proffers shall be binding on the heirs, executors, administrators, assigns, and successors in interest of the Developer. The undersigned hereby warrants that all of the owners of legal interest in the Property have signed this proffer statement, that he/she has full authority to bind the Property to these conditions, and that the proffers are entered into voluntarily.

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WOMEN'S HOSPITAL INDIANAPOLIS, L.P.,
a Delaware general partnership

By: Women's Hospital Indianapolis GP, Inc.,
its General Partner

By: _____ (SEAL)
Name: _____
Title: _____

COMMONWEALTH OF VIRGINIA
COUNTY OF _____, to wit:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that _____ as _____ of Women's Hospital Indianapolis GP, Inc., a Delaware corporation, the General Partner of Women's Hospital Indianapolis, L.P., a Delaware general partnership, whose name is signed to the foregoing instrument, appeared before me and personally acknowledged the same in my jurisdiction aforesaid.

GIVEN under my hand and seal this ____ day of _____, 2008.

Notary Public

My commission expires: _____

NORTHERN VIRGINIA COMMUNITY
HOSPITAL, L.L.C.
a Virginia limited liability company

By: _____ (SEAL)
Name: _____
Title: _____

STATE OF: _____
COUNTY OF _____, to wit:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that
_____ as _____ of Northern Virginia
Community Hospital, L.L.C., whose name is signed to the foregoing instrument, appeared before
me and personally acknowledged the same in my jurisdiction aforesaid.

GIVEN under my hand and seal this ____ day of _____, 2008.

Notary Public

My commission expires: _____

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EXHIBIT A

BROADLANDS SECTIONS 100/102
ZONING CONCEPT PLAN AMENDMENT
ZCPA 2008-0001

ZONING ORDINANCE MODIFICATION REQUEST

I. Revised 1993 Zoning Ordinance Modifications

A. Modify Section 4-306(A) Lot Coverage. Section 4-306(A) of the Revised 1993 Zoning Ordinance permits a maximum lot coverage of 0.40. *Accordingly, the Developer requests a modification of Section 4-306(A) to permit the lot coverage for the Property to be measured based on the overall lot coverage of the larger, subdivided parcel of which the Property is a part, rather than the zoning district boundaries separating the PDH (PD-OP) and PD-OP zoning districts, provided the overall lot coverage for the larger, 57.7343-acre parcel does not exceed a ratio of 0.40.*

Justification: Because the Property is now part of a single, subdivided 57.7343-acre lot, the zoning district boundaries separating the Broadlands and Fallen Willow Farm properties have become much less relevant for purposes of mitigating impacts on adjacent uses and ensuring high quality development. Indeed, the Developer proposes to develop the Property either under a unified plan of development for a medical campus or as part of an integrated development with the adjacent Fallen Willow Farm. Under the medical campus proposal, the Fallen Willow Farm property will contain the hospital and outpatient medical care facilities, with parking and accessory buildings located on the Broadlands portion of the 57.7343-acre lot. The location of the structures and parking in the middle of the unified parcel provides substantial buffers and distance from neighboring uses. This concentration of development, rather than a more dispersed pattern, reduces potential impacts on neighboring property owners while achieving efficiency of design desirable on a medical campus.

But even if the Property is not developed as part of a unified medical campus, the fact that it is part of a larger, subdivided parcel, proffered to develop in an integrated fashion, militates that the land coverage be measured based on the larger parcel's lot lines. Otherwise, it will be difficult to achieve the integrated and concentrated design envisioned by the existing Broadlands and Fallen Willow Farm proffers.

Accordingly, the Developer requests that Section 4-306(A) be modified to permit calculation of lot coverage based on the lot lines of the larger, subdivided parcel of which the Property is a part, rather than the zoning district boundaries, which are effectively obsolete due to the consolidation of parcels. The Developer contends that this modification will permit a more integrated and compatible design of the Property for all concerned and represents an improvement on the existing regulations. Otherwise, the lot coverage calculations, by design and implementation, would result in a more sprawling campus environment.

B. Modify Sections 4-109(E) and 4-306(B) Building Height. Section 4-109(E) states that the maximum height at the boundaries of a PD-H district may not exceed 45 feet. Section 4-

306(B) states that the maximum building height in a PD-OP district is 45 feet, including the requirement for accessory structures to comply with the 45-foot maximum building height. *The Developer proposes to modify Sections 4-109(E) and 4-306(B) to permit measurement of the maximum height from the exterior lot lines of which the Property is a part, rather than the zoning district boundaries separating the PD-H (PD-OP) and PD-OP zoning districts of the Property. Per Section 4-305(B) governing minimum yard widths for buildings taller than 45 feet, the Developer will comply with the appropriate yard requirements.*

Justification: The maximum building height is normally measured from the zoning district boundaries of a property, which are usually the same as the exterior lot lines. The intent of this section is to ensure buildings are set back an appropriate distance so as not to adversely affect the adjacent and neighboring uses. Height limitations, therefore, are most appropriately measured from the exterior lot lines, rather than interior zoning district lines.

The Property subject to ZCPA 2008-0001 has been consolidated with the former Fallen Willow Farm (ZCPA 2008-0002) into a single, larger parcel containing 57.7343 acres, although the original zoning district boundaries, separating Fallen Willow Farm from Broadlands Sections 100/102, remained. Because the Property is now part of a single, subdivided parcel, the zoning district boundaries separating the Broadlands and Fallen Willow Farm properties have become much less relevant for purposes of mitigating impacts on adjacent uses and ensuring high quality development.

Indeed, the Developer proposes to develop the Property either under a unified plan of development for a medical campus or as part of an integrated development with the adjacent Fallen Willow Farm tract. Under the medical campus proposal, the Fallen Willow Farm property will contain the hospital and outpatient medical care facilities, with parking and accessory buildings located on the Broadlands portion of the 57.7343-acre lot. The location of the structures and parking in the middle of the unified parcel provides substantial buffers and distance from neighboring uses. This concentration of development, rather than a more dispersed pattern, reduces potential impacts on neighboring property owners while achieving efficiency of design desirable on a medical campus.

But even if the Property is not developed as part of a unified medical campus, the fact that it is part of a larger, subdivided parcel militates that the maximum building height be measured based on the larger parcel's lot lines, rather than the now-obsolete zoning district boundaries. Otherwise, it will be extremely difficult to achieve the integrated and concentrated design envisioned by the existing Fallen Willow Farm proffers.

The Developer's proposed modification would permit the hospital and associated buildings, proposed under SPEX 2008-0028, or any other integrated development, to develop up to a maximum height of 100' under the Revised 1993 Zoning Ordinance. Measuring the building height from the peripheral lot lines, rather than the zoning district lines internal to the site, satisfies the public purpose and the intent of the Ordinance to limit building heights in the PDH District adjacent to incompatible uses.

The Developer will comply with the larger yard requirements set forth in the Revised 1993 Zoning Ordinance. Combined with the substantial amount of landscaping and berming, the

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increased minimum yard requirements sufficiently mitigate the 100-foot height of the proposed hospital building.

C. Modify Section 4-110(B) Access to Public Streets. Section 4-110(B) states that "[a]ll arterial and collector streets serving a PD-H District, and all streets of any size serving residential (except townhouse and multifamily), commercial, office, institutional and industrial uses within a PD-H district, shall be designed and constructed to VDOT standards for inclusion in the state highway system." *The Developer proposes to modify Section 4-110(B) to permit secondary access to the Property from Education Court, a private street serving multiple parcels in the commercial land bays 100, 102 and 104 of Broadlands and Fallen Willow Farm (ZCPA 2008-0002.*

Justification: Principal access to the Property will be from Broadlands Boulevard, a four-lane-divided public roadway connecting Route 659 with the Ashburn Farm community east of Broadlands. Thus, access to the subject Property complies with the Zoning Ordinance's requirements that the street serving the zoning district be designed and constructed to VDOT standards for acceptance into the state system for maintenance.

As part of its unified development with the Fallen Willow Farm area, however, the Developer also proposes to construct a secondary access point to the Property via Education Court, an existing, four-lane-undivided roadway that serves as an internal connector among three separate developments within the Broadlands commercial land bay, including the Loudoun County Public Schools' Administration Building. Education Court was designed and constructed in general conformance with County's FSM standards, but remains a private street. By providing this secondary access point, the Developer will ensure that vehicle trips generated by the proposed development are better distributed across the Property and surrounding roads, which has the benefit of reducing potential congestion were all of the vehicle trips concentrated at a single point of access to a public street.

Moreover, because Education Court is owned and maintained by the Broadlands Commercial Owners Association, the Developer, alone, does not control its use and cannot dictate that the road be transferred to the state system for maintenance. Thus, absent the requested modification, no development of the subject Property can be achieved.

D. Modify Sections 4-109(D), 4-305(B)(2) and 5-1406(E)(2) Regarding Buffer Along Route 659. Sections 4-109(D), 4-305(B)(2) and 5-1406(E)(2) require the use of a Type 3 buffer along Route 659 to screen nonresidential development adjacent to residential land bays and arterial roads. *The Developer proposes to modify Sections 4-109(D), 4-305(B)(2) and 5-1406(E)(2) to substitute the buffer proffered as part of ZCPA 1997-0004 in lieu of the Type 3 buffer required along Route 659/Belmont Ridge Road. The proffered buffer may be achieved using existing vegetation supplemented with new plantings.*

Justification: As part of the Property's rezoning to PD-H, the Board of Supervisors approved a zoning modification to substitute a specific landscape buffer in lieu of the 150-foot-wide open space requirement along the perimeter of a PD-H district. A similar proffered buffer was approved by the Board as part of it approval of ZMAP 1999-0009 for the adjacent Fallen Willow

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Farm development. The modified buffer approved with ZCPA 1997-0004 applicable to the Property is attached as Exhibit C to these Proffers.

In June 2008, the 1972 Zoning Ordinance, under which the Property was rezoned and the modified buffer was approved, expired. Moreover, in 2007 the Board of Supervisors approved a series of zoning ordinance amendments to the Revised 1993 Zoning Ordinance that, among other things, modified the type of buffer required along the Property's frontage on Route 659 and also modified the planting schedule for such buffer. The new Type 3 buffer requires three canopy trees, three understory trees and 20 shrubs within a maximum 30-foot-wide planting area.

In contrast, the proffered buffer approved with ZCPA 1997-0004 requires three large deciduous trees, two smaller flowering trees, 12 eastern redcedars, and ten large shrubs planted within a 50-foot-wide planting area. By introducing a substantial number of redcedars, the proffered buffer results in a more effective screen of the Property than would the new Type 3 buffer. It also ensures that the screening provided on the Property matches that approved for and used elsewhere in Broadlands, ensuring a consistent "look" throughout the community.

The Developer contends that the use of the proffered buffer exceeds the benefits offered by the Type 3 buffer and improves the screening of the Property's development. By incorporating existing vegetation to create the buffer, the Developer also will reduce the need for clearing along the Property's edges and promote healthy reforestation.

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**PROFFER STATEMENT
FALLEN WILLOW FARM
ZONING CONCEPT PLAN AMENDMENT
ZCPA 2008-0002**

April 2, 2008
Revised August 6, 2008
Revised September 4, 2008
Revised October 7, 2008

This application is filed pursuant to Section 15.2-2303 of the Code of Virginia (1950), as amended, and Sections 6-1200 and 6-1500 of the Loudoun County Revised 1993 Zoning Ordinance. Women's Hospital Indianapolis, L.P., a Delaware limited partnership, is the owner (the "Owner") of Loudoun County Tax Map 78, Parcel 49 (PIN 154-19-9491), a portion of which, as shown on Exhibit B attached hereto, is subject to this Zoning Concept Plan Amendment 2008-0002 (the "Property"). The Owner, by Women's Hospital Indianapolis GP, Inc., a Delaware corporation and its General Partner, and Northern Virginia Community Hospital, L.L.C., a Virginia limited liability company and the applicant (the "Applicant") for ZCPA 2008-0002, on behalf of themselves and their successors in interest (the Owner and the Applicant hereinafter jointly referred to as the "Developer") hereby voluntarily proffer that the Property shall be developed in substantial conformance with the proffers set forth below. Exhibits referenced are attached hereto and hereby incorporated by reference.

All proffers made herein are contingent upon the approval of ZCPA 2008-0002. These proffers, if accepted, amend only those proffers referenced below; the remainder of the previously approved Proffer Statement, Broadlands/Fallen Willow Farm, ZMAP 1999-0009, dated July 18, 2000, shall remain in full force and effect.

I. LAND USE CONCEPT PLAN AND SITE DESIGN

1. Concept Development Plan. The Property shall be developed in substantial conformance with these proffers, the Zoning Modifications ("ZMOD") attached hereto as Exhibit A, and the Concept Development Plan prepared by Urban Ltd., dated April 2, 2008, revised through September 3, 2008, attached hereto as Exhibit B.

A. Proposed Uses. Uses permitted on the Property shall include all permitted PD-OP uses and, upon separate approved application, all special exception PD-OP uses.

2. Integration with Broadlands Commercial Office Land Bays. The Property subject to this ZCPA 2008-0002 is part of a concurrent special exception application, SPEX 2008-0028, filed by the Developer to permit the establishment of a hospital and associated medical care facilities (outpatient only) on a single lot of approximately 57.7343 acres of land ("Medical Campus") that includes the Property and portions of the adjacent Broadlands commercial land bay, known as Broadlands Sections 100 and 102, which portions also are subject to a companion Zoning Concept Plan Amendment, ZCPA 2008-0001. The Medical Campus proposed in SPEX 2008-0028 includes special exception uses that are to be developed in conjunction with by right

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uses under a unified plan of development, subject to the ZMODs listed in Exhibit A attached hereto. Accordingly, the Developer hereby agrees as follows:

A. In the event (i) this ZCPA 2008-0002 and companion applications ZCPA 2008-0001 and SPEX 2008-0028 are approved, and (ii) the Developer elects to pursue development of the Medical Campus approved under SPEX 2008-0028, then the Property shall be developed in substantial conformance with SPEX 2008-0028 (as the same may be amended from time to time); provided, however, that the Developer shall be permitted to establish additional permitted PD-OP uses and structures on the Property, in addition to those uses and structures identified on SPEX 2008-0028, without a requirement to amend this ZCPA 2008-0002 or SPEX 2008-0028. To develop the Medical Campus pursuant to SPEX 2008-0028, the Developer shall combine the maximum permitted Gross Floor Area for the Property subject to this ZCPA 2008-0002 with the maximum permitted Gross Floor Area on the property subject to ZCPA 2008-0001, provided the total Gross Floor Area of development for the 57.7343-acre lot on which the Medical Campus is located shall not exceed 0.40 FAR.

B. In the event (i) companion applications ZCPA 2008-0001 and SPEX 2008-0028 are not approved, or (ii) the Developer elects not to establish the Medical Campus pursuant to SPEX 2008-0028, then the Property shall be designed and developed in accordance with applicable PD-OP zoning ordinance standards and as an integral part of the adjacent Broadlands commercial land bays Sections 100 and 102, subject to the attached ZMODs and these proffers.

C. In the event (i) this ZCPA 2008-0002 and companion applications ZCPA 2008-0001 and SPEX 2008-0028 are approved, and (ii) the Developer elects to pursue development of the Medical Campus approved under SPEX 2008-0028, then the Developer shall provide parking for the Medical Campus as follows:

i. In satisfaction of the parking requirements for the hospital and first medical office building (or medical care facilities, outpatient only) labeled "Medical Office/Outpatient Medical Care Facility Bldg. Phase 1," the Developer shall include on the site plan for such buildings and construct the structured parking facility labeled "Parking Deck (2 levels)" on the south side of the hospital Main Entrance, all as shown on the special exception plat approved with SPEX 2008-0028.

ii. In satisfaction of the parking requirements for the medical office building (or medical care facilities, outpatient only) labeled "Medical Office/Outpatient Medical Care Facility Bldg. Phase 2," the Developer shall include on the site plan for such building and construct the structured parking facility labeled "Proposed Parking Structure Phase 2" to be located on the east side of the property, all as shown on the special exception plat approved with SPEX 2008-0028. The Proposed Parking Structure Phase 2 shall be constructed prior to issuance of the first occupancy permit for the Medical Office/Outpatient Medical Care Facility Bldg. Phase 2.

D. Subject to approval of companion applications ZCPA 2008-0001 and SPEX 2008-0028, and in the event the Developer elects to establish the Medical Campus pursuant to SPEX 2008-0028, then, at the time of issuance of the first zoning permit for

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development of the Property with a hospital use, the Developer shall contribute \$100,000 to the County's affordable housing trust fund to be used for purposes consistent with the mission of the fund.

3. Internal Private Streets. Internal private streets established on the Property shall be designed according to Facilities Standards Manual requirements and may be connected with other internal private streets serving the portions of Broadlands Sections 100 and 102 that are subject to ZCPA 2008-0001 to provide primary and secondary access to Broadlands Boulevard from the Property. Access to Broadlands Boulevard from the Property via such internal private streets shall be constructed or bonded for construction prior to approval of the first record subdivision or site plan for the Property, whichever shall occur first.

A. Emergency Access Road. Subject to approval of companion applications ZCPA 2008-0001 and SPEX 2008-0028, and in the event the Developer elects to establish the Medical Campus pursuant to SPEX 2008-0028, the Developer shall construct, if approved by the ~~Virginia~~ Virginia Department of Transportation ("VDOT"), a private vehicular connection from the Property onto Virginia State Route 659/Belmont Ridge Road ("Route 659") generally in the location shown on the Concept Development Plan ("Emergency Access Road"). The exact location and dimension of the Emergency Access Road shall be in substantial conformance with SPEX 2008-0028, and its use shall be restricted to emergency vehicles only and only for the primary purpose of ingress and/or egress to and from the emergency department and related facilities of any hospital or similar emergency care facility, whether inpatient or outpatient, constructed as part of the Medical Campus. As part of site plan approval for the Emergency Access Road, the Developer shall grant and convey to the County, at no cost to the County, ingress/egress easements to permit emergency vehicles to access the Property for the purposes set forth herein. In the event the Developer elects not to develop the Medical Campus pursuant to SPEX 2008-0028, then the Emergency Access Road shall not be established. Once the Medical Campus and the Emergency Access Road have been established pursuant to SPEX 2008-0028 and this proffer, should the Developer (or its successors) later fail to maintain an emergency department or related facilities on the Property for a period exceeding two (2) continuous years, then use of the Emergency Access Road shall be discontinued and shall only be re-established upon appropriate amendment to this proffer.

9. Accessory Uses. Proffer Hereby Deleted (See Proffer No. 2 above).

III. OWNERS ASSOCIATION

14. Annual Fire and Rescue Contribution. Proffer Hereby Deleted.

IV. TRANSPORTATION

16. Route 659 Improvements Funded and Constructed by Developer

- (b) Improvements to Route 659 South of Broadlands Boulevard
- i. In the event (i) this ZCPA 2008-0002 and companion applications ZCPA 2008-0001 and SPEX 2008-0028 are approved, and (ii) the Developer elects to pursue development of the Medical Campus under SPEX 2008-0028, then the Developer shall

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construct, in accordance with VDOT standards, one-half of a four-lane, divided section of northbound Route 659 between the northern end of the Brambleton development at which Route 659 is relocated through (and constructed by) the Brambleton community (also known as Northstar Boulevard) to its intersection with Broadlands Boulevard south of the Property, including, if warranted and approved by VDOT, a traffic signal with four-sided pedestrian countdown signals at the intersection of Truro Parish Drive and Route 659. A similar proffer under which the Developer is to construct one-half of a four-lane divided section of southbound Route 659 between Broadlands Boulevard and Route 659 relocated (Northstar Boulevard) is included in the proffers for ZCPA 2008-0001. The intent of the Developer, subject to approval of this ZCPA 2008-0002 and companion ZCPA 2008-0001, is to ~~completeconstruct~~ a four-lane, divided section of Route 659 between Broadlands Boulevard and the beginning of Route 659 relocated (Northstar Boulevard) south of the Property. The improvements to Route 659 shall be constructed prior to the issuance of the first occupancy permit or its equivalent for the first building constructed on the Property. The Developer estimates the cost of ~~completeconstructing~~ these improvements (northbound and southbound) is approximately \$~~121~~ million - \$15 million. The Developer shall be reimbursed from the Route 659 Transportation Improvement Fund for all costs associated with constructing the improvements to Route 659 set forth in this proffer to the extent such funds currently exist in the Route 659 Transportation Improvement Fund or that may be deposited into the fund in the future by the County and/or other developments. Further, the Developer may request reimbursement of the cost to ~~completeconstruct~~ the improvements to Route 659 set forth in this proffer from funds proffered, or that may be proffered in the future, by other developments for these improvements or to improvements to Route 659 generally.

a. The Developer shall attempt to acquire and, if successful, shall dedicate in fee simple to the Board of Supervisors such off-site right-of-way and easements as are necessary to construct the improvements to Route 659 described in this proffer. The Developer shall use its good faith efforts and offer a reasonable fair market value for such rights-of-way and easements. If the Developer is unable to bring about the dedication by others of the necessary rights-of-way and easements, or to acquire by purchase the rights-of-way or easements at fair market value, as determined by an MAI (Member of the Appraisal Institute) appraisal, then the Applicant shall request the Board of Supervisors to condemn the necessary land and/or easements. In the event the Board of Supervisors elects not to exercise its right of eminent domain for such purpose, then the Developer shall be released from its obligation to construct the widening of Route 659 as contemplated herein. In the event the County elects to defer its exercise of eminent domain, then the Developer's proffer requiring such acquisition shall likewise be deferred.

ii. In the event (a) companion applications ZCPA 2008-0001 and SPEX 2008-0028 are not approved, or (b) the Developer elects not to establish the Medical Campus pursuant to SPEX 2008-0028, then the Developer or its successors or assigns shall contribute to the Route 659 Transportation Improvement Fund the amount of \$0.55 for each square foot of permitted space in all office and commercial development at such time as zoning permits are issued for each building of the office or commercial development. The base year for the dollar figure expressed within this Proffer (16(b)(ii) shall be 1993, with adjustments made each January 1 thereafter based on the CCI.

DRAFT**V. PUBLIC HEALTH**

21. Abandonment of Wells and Septic Tanks. The Developer shall abandon all existing wells and septic tanks in accordance with Health Department requirements prior to the issuance of a grading permit for any land area that includes such an existing well or septic tank. Evidence of such abandonment shall be submitted with the grading permit application. Notwithstanding the foregoing, the Developer shall coordinate with the Engineering Division of the Loudoun County Department of Building and Development to determine whether one (1) or more existing wells on the Property may be suitable for use by the County as part of a network of groundwater monitoring wells. Such determination shall be made prior to approval of the first record subdivision or site plan for the Property, whichever shall occur first. Upon the joint determination that a well is suitable for the County's groundwater monitoring system, the Developer shall, as part of the record subdivision or site plan approval covering the area of the well's location, convey, at no cost to the County, an appropriate license(s) or easement(s) permitting (a) the reasonable installation by the County of well monitoring equipment and (b) periodic access to such equipment for purposes of testing, maintenance and repair. In the event either the Developer or the County determines that an existing well(s) is not suited for purposes of a Countywide program to monitor groundwater quality, thereafter the Developer shall pursue abandonment of the well(s) in accordance with the above provisions.

These proffers shall be binding on the heirs, executors, administrators, assigns, and successors in interest of the Developer. The undersigned hereby warrants that all of the owners of legal interest in the Property have signed this proffer statement, that he/she has full authority to bind the Property to these conditions and that the proffers are entered into voluntarily.

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WOMEN'S HOSPITAL INDIANAPOLIS, L.P.,
a Delaware general partnership

By: Women's Hospital Indianapolis GP, Inc.,
its General Partner

By: _____ (SEAL)
Name: _____
Title: _____

STATE OF: _____
COUNTY OF _____, to wit:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that
_____ as _____ of Women's Hospital
Indianapolis GP, Inc., a Delaware corporation, the General Partner of Women's Hospital
Indianapolis, L.P., a Delaware general partnership, whose name is signed to the foregoing
instrument, appeared before me and personally acknowledged the same in my jurisdiction
aforesaid.

GIVEN under my hand and seal this _____ day of _____, 2008.

Notary Public

My commission expires: _____

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NORTHERN VIRGINIA COMMUNITY
HOSPITAL, L.L.C.
a Virginia limited liability company

By: _____ (SEAL)
Name: _____
Title: _____

STATE OF: _____
COUNTY OF _____, to wit:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that
_____ as _____ of Northern Virginia
Community Hospital, L.L.C., whose name is signed to the foregoing instrument, appeared before
me and personally acknowledged the same in my jurisdiction aforesaid.

GIVEN under my hand and seal this ____ day of _____, 2008.

Notary Public

My commission expires: _____

DRAFT**EXHIBIT A**

**FALLEN WILLOW FARM
ZONING CONCEPT PLAN AMENDMENT
ZCPA 2008-0002**

ZONING ORDINANCE MODIFICATION REQUEST

I. REVISED 1993 ZONING ORDINANCE MODIFICATIONS

A. Modify Section 4-306(A) Lot Coverage. Section 4-306(A) of the Revised 1993 Zoning Ordinance permits a maximum lot coverage of 0.40. *Accordingly, the Developer requests a modification of Section 4-306(A) to permit the lot coverage for the Property to be measured based on the overall lot coverage of the larger, subdivided parcel of which the Property is a part, rather than the zoning district boundaries separating the PDH (PD-OP) and PD-OP zoning districts, provided the overall lot coverage for the larger, 57.7343-acre parcel does not exceed a ratio of 0.40.*

Justification: The Property subject to ZCPA 2008-0002 originally was an outparcel that was rezoned to permit it to develop in coordination with the land that surrounds it. The Property was later consolidated into a single, larger parcel containing 57.7343 acres, although the original zoning district boundaries, separating Fallen Willow Farm from Broadlands Sections 100/102, remained. Because the Property is now part of a single, larger, subdivided parcel, the zoning district boundaries separating the Broadlands and Fallen Willow Farm properties have become much less relevant for purposes of mitigating impacts on adjacent uses and ensuring high quality development.

Indeed, the Developer proposes to develop the Property either under a unified plan of development for a medical campus or as part of an integrated development with the adjacent Sections 100/102 of Broadlands. Under the medical campus proposal, the Fallen Willow Farm property will contain the hospital and outpatient medical care facilities, with parking and accessory buildings located on the Broadlands portion of the 57.7343-acre lot. The location of the structures and parking in the middle of the unified parcel provides substantial buffers and distance from neighboring uses. This concentration of development, rather than a more dispersed pattern, reduces potential impacts on neighboring property owners while achieving efficiency of design desirable on a medical campus.

But even if the Property is not developed as part of a unified medical campus, the fact that it is part of a larger, subdivided parcel, proffered to develop in an integrated fashion, militates that the effective lot coverage be measured based on the larger parcel's lot lines, rather than the now-obsolete zoning district boundaries of the former outparcel. Otherwise, it will be extremely difficult to achieve the integrated and concentrated design envisioned by the existing Fallen Willow Farm proffers.

Accordingly, the Developer requests that Section 4-306(A) be modified to permit calculation of lot coverage based on the lot lines of the larger, subdivided parcel of which the Property is a part, rather than the zoning district boundaries of the Fallen Willow Farm rezoning, which are

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effectively obsolete due to the consolidation of parcels and the proffered requirement to develop the Property as an integral part of Broadlands Sections 100/102.

The Developer contends that this modification will permit a more integrated and compatible design of the Property for all concerned and represents an improvement on the existing regulations. Otherwise, the lot coverage calculations, by design and implementation, would result in a more sprawling campus environment.

B. Modify Section 4-306(B) Building Height. Section 4-306(B) states that the maximum building height in PD-OP zoning is 45 feet, including the requirement for accessory structures to comply with the 45-foot maximum building height. *The Developer proposes to modify Section 4-306(B) to permit measurement of the maximum height from the exterior lot lines of which the Property is a part, rather than the zoning district boundaries separating the PD-H (PD-OP) and PD-OP zoning districts of the Property. Per Section 4-305(B) governing minimum yard widths for buildings taller than 45 feet, the Developer will comply with the appropriate yard requirements.*

Justification: The maximum building height is normally measured from the zoning district boundaries of a property, which are usually the same as the exterior lot lines. The intent of this section is to ensure buildings are set back an appropriate distance so as not to adversely affect the adjacent and neighboring uses. Height limitations, therefore, are most appropriately measured from the exterior lot lines, rather than interior zoning district lines.

The Property subject to ZCPA 2008-0002 originally was an outparcel that was rezoned to permit it to develop in coordination with the land that surrounds it. The Property was later consolidated into a single, larger parcel containing 57.7343 acres, although the original zoning district boundaries, separating Fallen Willow Farm from Broadlands Sections 100/102, remained. Because the Property is now part of a single, subdivided parcel, the zoning district boundaries separating the Broadlands and Fallen Willow Farm properties have become much less relevant for purposes of mitigating impacts on adjacent uses and ensuring high quality development.

Indeed, the Developer proposes to develop the Property either under a unified plan of development for a medical campus or as part of an integrated development with the adjacent Sections 100/102 of Broadlands. Under the medical campus proposal, the Fallen Willow Farm property will contain the hospital and outpatient medical care facilities, with parking and accessory buildings located on the Broadlands portion of the 57.7343-acre lot. The location of the structures and parking in the middle of the unified parcel provides substantial buffers and distance from neighboring uses. This concentration of development, rather than a more dispersed pattern, reduces potential impacts on neighboring property owners while achieving efficiency of design desirable on a medical campus.

But even if the Property is not developed as part of a unified medical campus, the fact that it is part of a larger, subdivided parcel, proffered to develop in an integrated fashion, militates that the maximum building height be measured based on the larger parcel's lot lines, rather than the now-obsolete zoning district boundaries for the former outparcel. Otherwise, it will be extremely difficult to achieve the integrated and concentrated design envisioned by the existing Fallen Willow Farm proffers.

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The Developer's proposed modification would permit the hospital and associated buildings, proposed under SPEX 2008-0028, or any other integrated development, to develop up to a maximum height of 100' under the Revised 1993 Zoning Ordinance. Measuring the building height from the peripheral lot lines, rather than the zoning district lines internal to the site, satisfies the public purpose and the intent of the Ordinance to limit building heights in the PDH District adjacent to incompatible uses.

The Developer will comply with the larger yard requirements set forth in the Revised 1993 Zoning Ordinance. Combined with the substantial amount of landscaping and berming, the increased minimum yard requirements sufficiently mitigate the 100-foot height of the proposed hospital building.

C. Modify Sections 4-109(D), 4-305(B)(2) and 5-1406(E)(2) Regarding Buffer Along Route 659. Sections 4-109(D), 4-305(B)(2) and 5-1406(E)(2) require the use of a Type 3 buffer along Route 659 to screen nonresidential development adjacent to residential land bays and arterial roads. *The Developer proposes to modify Sections 4-109(D), 4-305(B)(2) and 5-1406(E)(2) to substitute the buffer proffered as part of ZMAP 1999-0009 in lieu of the Type 3 buffer required along Route 659/Belmont Ridge Road. The proffered buffer may be achieved using existing vegetation supplemented with new plantings.*

Justification: As part of the Property's rezoning to PD-OP, the Board of Supervisors approved a zoning modification to substitute a specific landscape buffer in lieu of the Type 2 buffer then required along the Property's frontage on Route 659. The proffered buffer matched a similar modified buffer approved by the Board as part of it approval of ZCPA 1997-0004 for the adjacent Broadlands PD-H3 development. The modified buffer approved with ZMAP 1999-0009 applicable to the Property is attached as Exhibit C to these Proffers.

In 2007, the Board of Supervisors approved a series of zoning ordinance amendments that, among other things, modified the type of buffer required along the Property's frontage on Route 659 (moving from a Type 2 buffer to a Type 3 buffer) and also modified the planting schedule for such buffer. The new Type 3 buffer requires three canopy trees, three understory trees and 20 shrubs within a maximum 30-foot-wide planting area.

In contrast, the proffered buffer approved with ZMAP 1999-0009 requires three large deciduous trees, two smaller flowering trees, 12 eastern redcedars, and ten large shrubs planted within a 50-foot-wide planting area. By introducing a substantial number of redcedars, the proffered buffer results in a more effective screen of the Property than would the new Type 3 buffer. It also ensures that the screening provided on the Property matches that approved for and used elsewhere in Broadlands, ensuring a consistent "look" throughout the community.

The Developer contends that the use of the proffered buffer exceeds the benefits offered by the Type 3 buffer and improves the screening of the Property's development. By incorporating existing vegetation to create the buffer, the Developer also will reduce the need for clearing along the Property's edges and promote healthy reforestation.